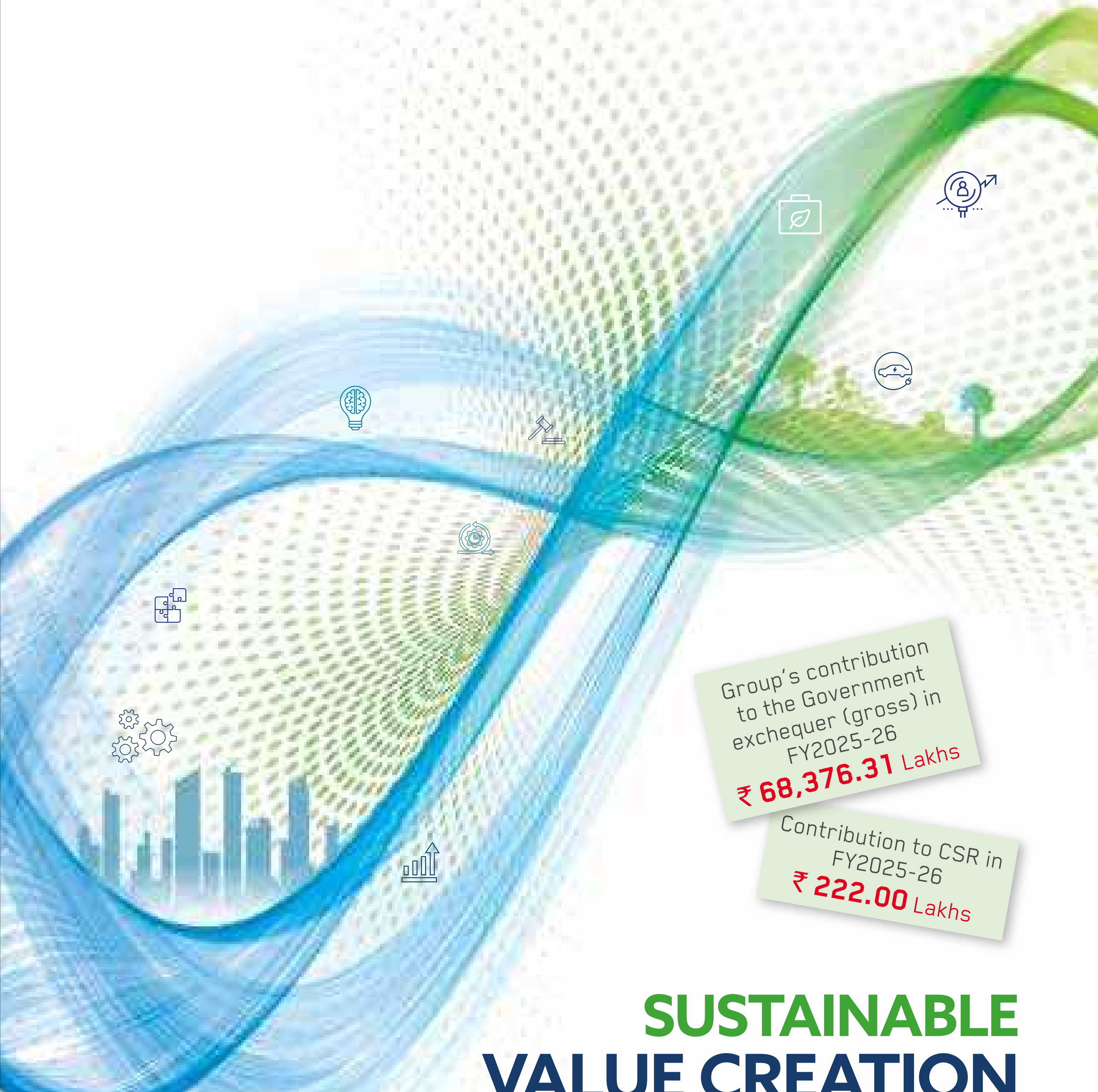
ECONOMY • EXCELLENCE • ETHICS



Group's contribution to the Government exchequer (gross) in FY2025-26

₹ 68,376.31 Lakhs

Contribution to CSR in FY2025-26

₹ 222.00 Lakhs

SUSTAINABLE VALUE CREATION

Annual Report | 2025-26

REPORT AT A GLANCE

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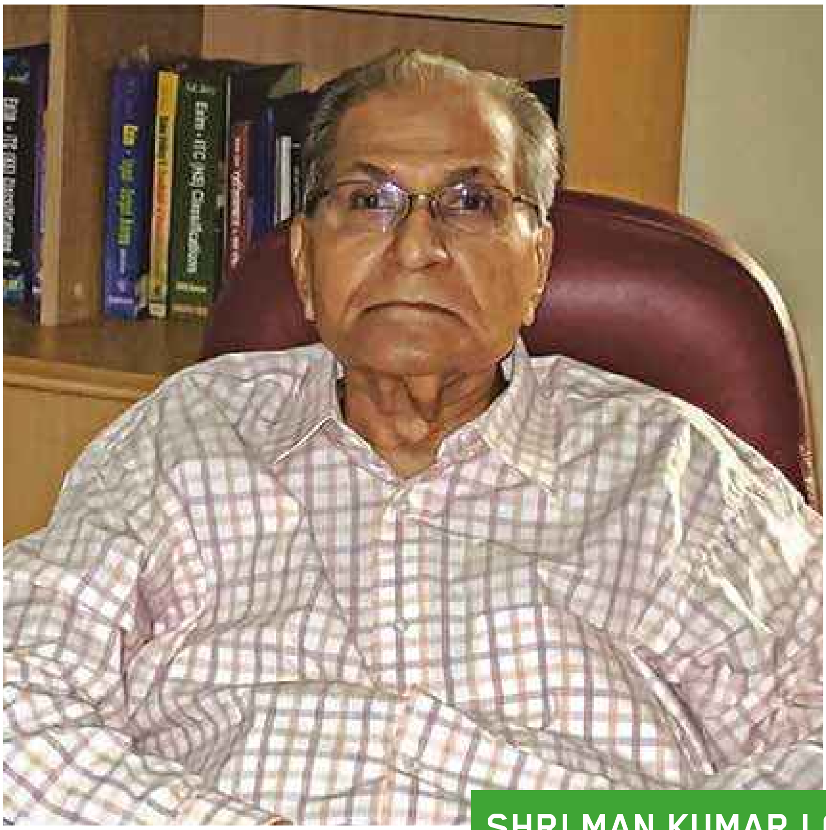
To view or download this report please visit:
www.merinogroup.com

"Great achievements require time, patience and an indomitable will. Hold on. No need of looking behind."

– Swami Vivekananda



SHRI MAN KUMAR LOHIA

1926-2009 Founder Chairman

"A visionary entrepreneur and institution builder, Shri Man Kumar Lohia laid the cornerstone of the Merino Group. His foresight, determination, and pioneering spirit continue to inspire generations and guide the Group's enduring journey of excellence."

SHRI CHAMPA LAL LOHIA

1934-2020 Former Chairman and the inspiration behind the Merino Group

"Guided by integrity and vision, Shri Champa Lal Lohia was the driving force behind Merino Group's growth and global recognition. His unwavering commitment to excellence continues to inspire the values and ethos of the Group."

SUSTAINABLE VALUE CREATION

Merino Industries relentlessly pursues the creation of shared value for all its

stakeholders, including customers, suppliers, employees, the environment, and society at large.

We believe that true value is not measured solely by outcomes; it is created and nurtured at every step of our journey.

It begins in the soil, where we plant millions of saplings, which take root alongside the prosperity of farming communities. It flows through water that we replenish with care, through energy we harness from renewable sources rather than depleting finite resources and through the air that we consciously endeavour to protect for generations to come.

It finds form in our factories where efficiency is pursued with responsibility, and in our products, which embody both performance and purpose.

Our corporate philosophy is shaped by balance–between economy, excellence and ethics–where economic growth is pursued in harmony with environmental stewardship and social responsibility.

Through our Nirmal programme, we have embedded sustainability into the very fabric of our operations, ensuring that every decision contributes to long-term value creation for customers, employees, partners, communities and future generations.

To us, Sustainable Value Creation is a lived reality.

It reflects a business that understands that true progress is collective, because enduring success belongs to businesses that create value not only for today, but for generations to come.

THE MERINO FOOTPRINT

6+ Decades
of 'Making in India' for the world

64 Million SQM
HPL produced annually

16,000+
Dealers and retailers powering our growing network

6
World-class manufacturing facilities

13
Merino display centres across the country

20,000+
Key Carpenters and architects engaged in our expanding network

1,400+
designs and
70+
textures forming one of India's largest design portfolios

6,500+
Workforce driving excellence across our operations

80+ Countries
where we have presence

KEY MILESTONES ACHIEVED DURING FY2026

Marine Board Launch:

Successfully introduced at Matecia 2025, marking Merino's entry into the high-performance moisture-resistant panel category.

Halol Facility Ramp-up:

The 57.4-acre integrated complex—manufacturing FABWood chipboard, pre-laminated panels, and modular furniture—continued to scale up with advanced European machinery, setting new benchmarks in sustainable panel manufacturing.

HUMRAAHI Programme:

As of 31 March 2026, Merino's agroforestry initiative has facilitated the planting of over 30.55 million eucalyptus saplings across 30,557 acres of land in partnership with 3,697 farmers over the past three years. Beyond restoring landscapes and strengthening rural livelihoods, these plantations are projected to yield more than 300,000 metric tonnes of timber annually, securing a renewable source of raw material for wood panel manufacturing in Central Gujarat.

Energy Transition:

Merino is steadily transitioning its manufacturing operations towards non-fossil energy sources to reduce its Scope 1 and Scope 2 greenhouse gas emissions to almost negligible levels. The Halol facility now meets 100% of its thermal energy requirements through captive non-fossil energy sources, while the Hapur and Rohad plants have achieved 99% and 98% non-fossil energy use, respectively. Focused efforts are underway to eliminate the remaining fossil fuel (coal) consumption for thermal energy at the Dahej facility.

This transition is supported by a diversified renewable electrical energy portfolio with a total installed capacity from renewable sources of approximately 29 MWp for electricity generation as of 31st March 2026. The portfolio comprises 6.6 MWp of hybrid (wind-solar) captive power for the Gujarat facilities, a 5.5 MWp ground-mounted captive solar power plant for Rohad (Haryana), 11.1 MWp of solar capacity under CAPEX and OPEX models through the Open Access mechanism for the Hapur (Uttar Pradesh) facilities, and over 5.82 MWp of rooftop solar installations across multiple plants. Collectively, these initiatives are substantially reducing Merino's dependence on fossil-fuel-based grid electricity and are expected to enable the Company to meet approximately 65% of its total electricity requirements from renewable energy in the coming years.

GreenPro Certification:

Merino's product portfolio is accredited with GreenPro Certification, enabling customers to earn environmental credit

SHAPING THE FUTURE OF SPACES

We live in a world that is constantly evolving–where changing lifestyles, rising aspirations, and rapid urbanisation are redefining the way people live, work and interact with spaces. Across homes, offices, institutions, and public environments, there is a growing preference for thoughtfully designed interiors that combine aesthetics, functionality, and sustainability.

The rise of a digitally connected and design-conscious consumer is accelerating global trends and influencing preferences like never before. At the same time, higher disposable incomes and the expansion of India's affluent middle class are fueling demand for premium lifestyle and décor solutions. The resurgence of the real estate sector, coupled with increasing investments in commercial and institutional infrastructure, is creating new opportunities across the interior solutions landscape.

Technology, too, continues to transform the industry–opening new possibilities in materials, manufacturing precision, customer experience, and product innovation. As organised players gain greater market share, trusted brands with strong design capabilities, manufacturing excellence, and responsible business practices are becoming increasingly relevant.

Alongside this transformation is the rise of conscious consumerism. Sustainability is no longer a differentiator–it is an expectation. Government initiatives supporting infrastructure, domestic manufacturing, exports, and the vision of Atmanirbhar Bharat are further strengthening the long-term growth outlook for the industry.

Production Control Centre - MIL Halol

For Merino, these trends are catalysts that continue to shape our thinking, sharpen our innovation and strengthen our commitment to creating future-ready solutions.

CRAFTED WITH PURPOSE, GUIDED BY VALUES

Our journey has always been shaped by a balance of creativity, capability, and conscience. As a globally recognised leader in decorative laminates and interior solutions, we continue to combine design excellence with technological advancement to create products that respond to evolving lifestyles and aspirations.

Our commitment extends far beyond aesthetics and functionality. Every innovation, every expansion, and every strategic investment is guided by a larger purpose—to create enduring value for customers, communities, employees, and the environment. This philosophy drives us to continuously strengthen our manufacturing capabilities, embrace advanced technologies, and build future-ready solutions while remaining deeply responsible in the way we grow.

Sustainability remains integral to our progress. Through focused ESG initiatives and the continued evolution of our Nirmal philosophy, we are working towards minimising environmental impact, strengthening social outreach, and reinforcing transparent and ethical governance practices. Our efforts are aimed at building a resilient enterprise that creates shared value for all stakeholders.

At the heart of Merino are our people; their craftsmanship, dedication, and spirit of innovation continue to define who we are. By fostering skill development, empowering communities, and nurturing a culture of responsibility and excellence, we continue to strengthen the foundation on which Merino has grown over the decades.

Anchored in our enduring values of Economy, Excellence, and Ethics, we remain committed to building a customer-centric, globally competitive, and sustainability-led organisation prepared for the opportunities of tomorrow.

OUR GUIDING PHILOSOPHY AND PRINCIPLES

We have charted our journey guided by the leading lights of a globally relevant mission, a far-reaching vision, and a value-driven motto.

OUR MISSION

Universal Weal through Trade & Industry

We are committed to creating shared prosperity - driving progress not just for our business, but for the communities and ecosystems we engage with.

OUR VISION

Global competence and global competitiveness in every line of business by synergising Western work culture with Indian ethos. We believe that true global leadership lies in harmonising performance with purpose and innovation with integrity.

OUR MOTTO

Economy · Excellence · Ethics

We strive to deliver products that reflect outstanding quality (Excellence), ensure they remain accessible and affordable (Economy), and conduct every relationship and transaction with fairness and transparency (Ethics).

OUR CORE BUSINESS VERTICALS

Interior and Architecture Solutions

Merino is a trusted name in interior and architectural solutions, offering a diverse portfolio of high-quality, customisable products. From homes and offices to commercial establishments and public spaces, our offerings cater to a wide spectrum of functional and aesthetic needs - transforming interiors with innovation, design and craftsmanship.

Information Technology

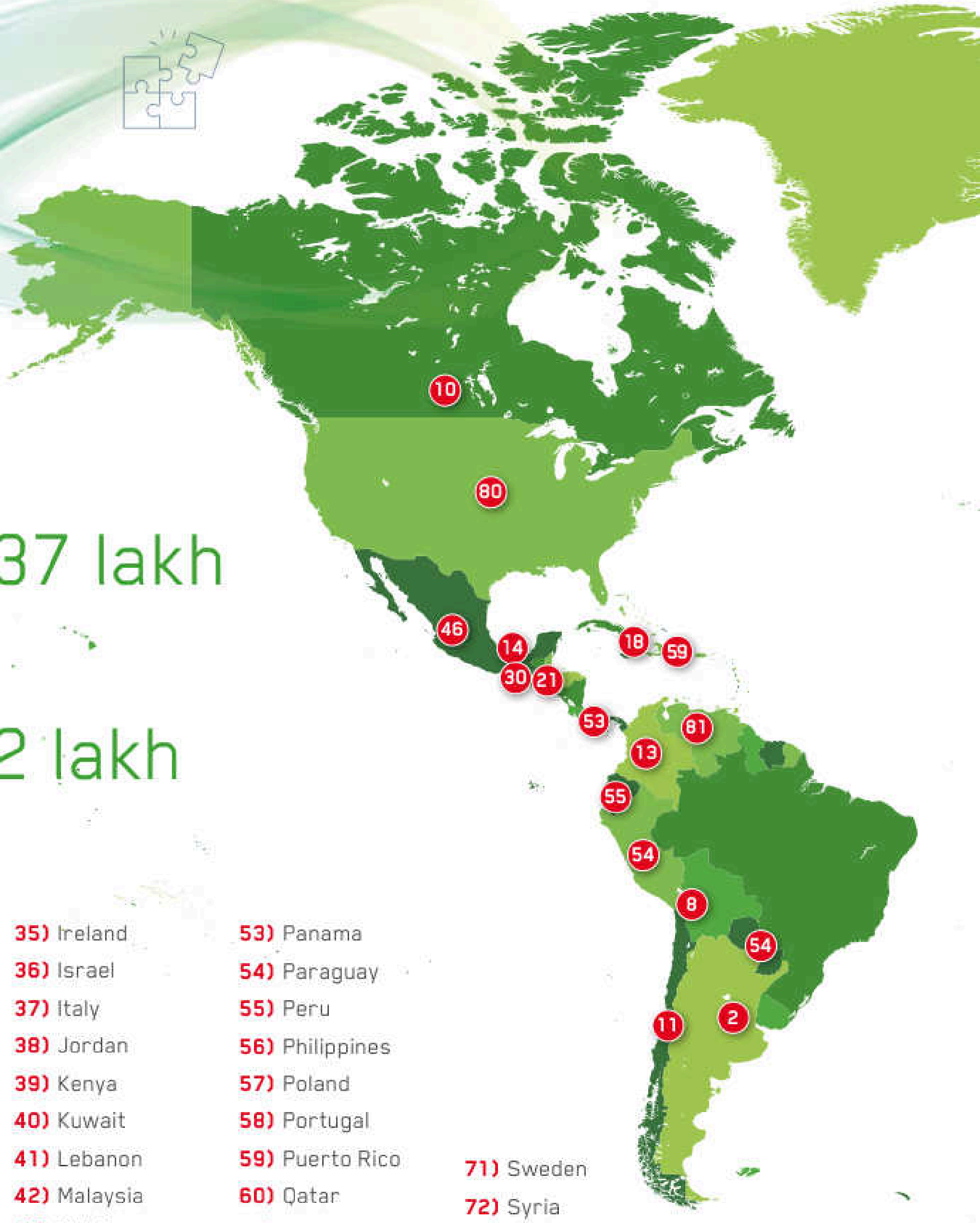
In the IT space, we provide specialised business consulting and value-added solutions to clients and partners across industries. Our services are designed to enhance operational efficiency, drive digital transformation, and deliver measurable impact in an evolving business environment.

Food and Agro-Technology

Merino continues to strengthen its footprint in India's food processing and agritech landscape. We are pioneers in the production of potato flakes, operating the country's first facility with a production capacity of over 14,000 tonnes annually. In addition, we are one of India's most reputed and accredited producers of high-quality potato seed, supporting farmers and agri-innovation.

Geographic Presence

ENHANCING SPACES ACROSS THE WORLD



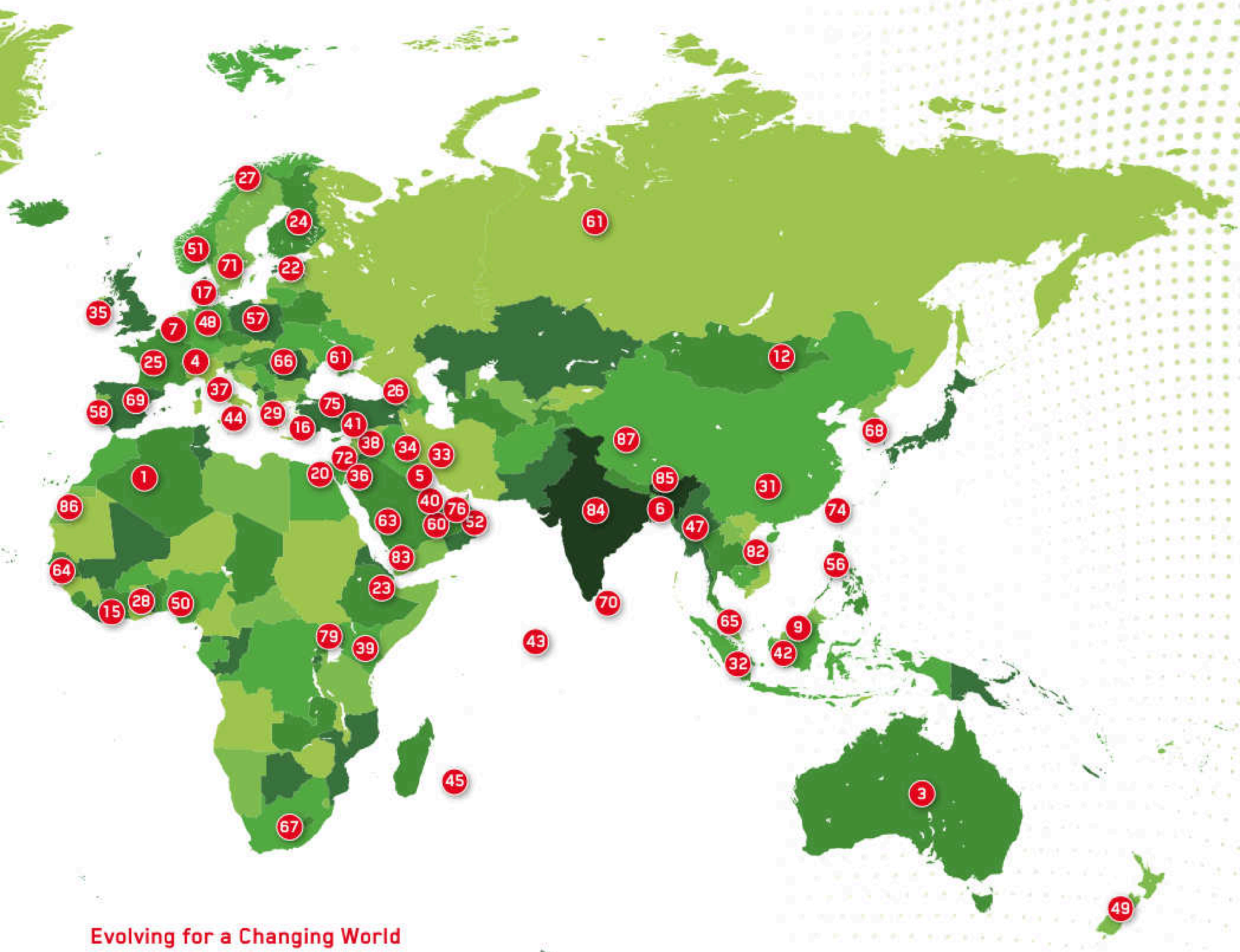
INR 178,554.37 lakh

Domestic Revenue

INR 73,502.02 lakh

Export Revenue

1) Algeria
2) Argentina
3) Australia
4) Austria
5) Bahrain
6) Bangladesh
7) Belgium
8) Bolivia
9) Brunei
10) Canada
11) Chile
12) China
13) Colombia
14) Costa Rica
15) Cote D'ivoire (Ivory Coast)
16) Cyprus
17) Denmark
18) Dominican Republic
19) Ecuador
20) Egypt
21) El Salvador
22) Estonia
23) Ethiopia
24) Finland
25) France
26) Georgia
27) Germany
28) Ghana
29) Greece
30) Guatemala
31) Hong Kong
32) Indonesia
33) Iran
34) Iraq
35) Ireland
36) Israel
37) Italy
38) Jordan
39) Kenya
40) Kuwait
41) Lebanon
42) Malaysia
43) Maldives
44) Malta
45) Mauritius
46) Mexico
47) Myanmar
48) Netherlands
49) New Zealand
50) Nigeria
51) Norway
52) Oman
53) Panama
54) Paraguay
55) Peru
56) Philippines
57) Poland
58) Portugal
59) Puerto Rico
60) Qatar
61) Romania
62) Russia
63) Saudi Arabia
64) Senegal
65) Singapore
66) Slovakia
67) South Africa
68) South Korea
69) Spain
70) Sri Lanka
71) Sweden
72) Syria
73) Taiwan
74) Thailand
75) Turkey
76) UAE
77) Uganda
78) United Kingdom
79) Uruguay
80) United States of America
81) Venezuela
82) Vietnam
83) Yemen
84) India
85) Bhutan
86) Morocco
87) Nepal



Evolving for a Changing World

Design is an expression of aesthetics. In a larger sense, it is also a way of shaping experiences, enabling connections, and responding to the evolving ways in which people live, work, and interact.

Across geographies and cultures, we create solutions that blend global perspectives with local relevance, enriching homes, workplaces, institutions, and public spaces with thoughtful design and enduring functionality.

As a brand with a growing international presence, we remain deeply attuned to changing consumer preferences, emerging design movements, and the evolving needs of modern infrastructure. Our expansive distribution network, combined with strong market understanding, enables us to stay agile and responsive in an increasingly dynamic global environment.

For decades, Merino has played a meaningful role in shaping India's interior infrastructure landscape. As the country continues its journey of transformation, we remain committed to pushing boundaries through innovation, craftsmanship, and customer-centric thinking—creating products and solutions that combine performance with purpose.

Across every market we serve, our philosophy remains unchanged: to create responsibly, build thoughtfully, and place people at the centre of every space we help shape.

MERINO
FURNITURE SOLUTIONS

Merino Furniture Solutions, established in 2002, represents the Group's integrated approach to creating future-ready interior and furniture ecosystems. Built on a strong foundation of manufacturing excellence, design capability, and process innovation, the business continues to evolve as a trusted partner for architects, OEMs, retailers, contractors, and institutional buyers across India and global markets.

At the centre of this evolution is Merino's state-of-the-art Halol facility in Gujarat–India's leading integrated chipboard and modular furniture manufacturing unit, equipped with advanced German technology and a highly automated production ecosystem. The facility has strengthened Merino's capabilities in engineered wood panels, modular furniture components, and coordinated surface solutions, enabling the Company to deliver superior quality with precision, consistency, and scale.

During the year, the business further expanded its portfolio with innovative offerings such as Marine Board, an ultra-high moisture-resistant engineered wood panel developed to redefine performance standards in moisture-prone applications. Manufactured using advanced technologies such as Chip Weave Technology, CPS+, and 3D bonding, the product combines durability, dimensional stability, low emissions, and sustainability in a single solution.

Merino Furniture Solutions also strengthened its design-led offerings through Harmony Coordinated Surfaces, enabling seamless integration across laminates, panels, compacts, and edge bands, and through the launch of the Grande Collection featuring expansive 10-foot designer laminates inspired by global trends. Together, these innovations reflect Merino's commitment to creating spaces that combine aesthetics, performance, and functionality.

Supported by integrated manufacturing, deep technical expertise, strong backward linkages, and a customer-centric approach, Merino Furniture Solutions continues to shape the next generation of interior infrastructure solutions for modern living and working environments.

CUSTOMER CENTRICITY AT THE CORE

"Merino offers one of India's largest and most diverse surface solution ecosystems with **1,400+ designs, 70+ textures, and 10+ size options,** supported by in-house SS plate manufacturing capabilities for continuous texture innovation and quality control. The Company is also iWay (IKEA) compliant and has successfully met the audit requirements of leading global retailers, reflecting its strong adherence to international manufacturing and sustainability standards."

Merino Plant, Hosur

At Merino, customer-centricity is the foundation on which the Company's growth, innovation and market leadership have been built. Every product, process, and partnership is guided by a deep understanding of evolving customer aspirations and the need to deliver solutions that combine aesthetics, functionality, quality, and reliability.

Over the years, Merino has developed one of India's most extensive and versatile design portfolios, offering 1,400+ designs, 70+ textures, and multiple size options to cater to diverse interior applications and global design sensibilities. Through initiatives such as Imagino, customers are empowered with greater levels of personalisation and creative freedom, enabling truly customised spaces.

The Company's commitment to customer satisfaction is further strengthened by its strong service orientation, agile response systems, and investments in advanced manufacturing and in-house R&D capabilities. Merino remains the first and only manufacturer in India to produce in-house SS plates for texture development and quality control, enabling continuous innovation in surface finishes and product aesthetics.

With a growing network of Merino Experience Centres, Studio Merino and a strong international presence, the Company continues to engage closely with architects, designers, channel partners, and end-users across markets. By combining global quality standards with deep market insight, Merino continues to create meaningful experiences and enduring value for customers worldwide.

OUR PRODUCT PORTFOLIO

As we look to the future, Merino Furniture Solutions remains committed to innovation, quality, and co-creating value with our clients - driving functional excellence across India's evolving interior infrastructure landscape. Our product portfolio includes

Paper Foil Furniture:
Paper foil + chipboard with advanced foil lamination

Wrap Profile Solutions:
Moulded edge profiles with paper foil + chipboard

MFC Furniture:
Melamine paper + chipboard components

HPL Furniture:
High-pressure laminate surfaces with chipboard or countertops

Compact Furniture Solutions:
High-durability solutions using compact laminate for sleek, modular designs

Furniture from PB, MDF, HDF, and Plywood Substrates:
Flexible formats for diverse furnishing needs across sectors

Kitchen Doors:
Aesthetic and durable door panels crafted from foil, HPL, and acrylic surfaces

Office Furniture:
Ergonomically designed workstations, partitions, and collaborative space solutions

Home Furniture:
Modular solutions for living, dining, and bedroom spaces combining design and function

Furniture Solutions:
Modular furniture systems for homes, offices, retail spaces, hospitality, and institutional environments

Kitchen & Wardrobe Solutions:
Integrated cabinetry and storage systems combining aesthetics, functionality, and durability

Restroom & Washroom Solutions:
High-performance compact-based cubicles and water-resistant furniture systems

Acoustic Solutions:
Engineered panels and partitions designed to enhance acoustic comfort in interior spaces

Solid Surfaces:
Seamless, hygienic, and aesthetically refined surface solutions for premium interiors

Edge Banding Solutions:
Coordinated PVC, ABS, and PP edge bands for seamless furniture finishing

Our Furniture USPs

- State-of-the-Art
- Good Quality
- Colour & Design
- Cost & Value
- Timely Delivery
- Capacity
- Great CSR Compliance

TRUSTED BY INDUSTRY LEADERS

- IKEA
- Armstrong CEILING SOLUTIONS
- ZHC ZENITH HOME CORP.
- Steelcase
- HAWORTH
- MAYTEX
- amazon FURNITURE

STANDARDS & ACCREDITATION

- ISO 9001:2015
- ISO 14001:2015
- ISO 45001:2015
- FSC-COC-130225
- Green Guard Certification
- Green Guard Gold Certification
- BIS Certification: MIL has BIS certification for Laminates, PB, Prelam and Plywood
- IWAY Compliant (IKEA)
- AEO T1
- SEDEX (Home Depot)

PRODUCT EXCELLENCE

Creating Surfaces and Solutions for the Future

At Merino, product excellence is driven by a simple belief that great products must seamlessly combine performance, aesthetics, durability, and responsibility. Guided by this philosophy, the Company continues to expand the boundaries of interior infrastructure through solutions that are technologically advanced, design-forward, and aligned with evolving customer expectations.

With decades of expertise in decorative surfaces and engineered materials, Merino today offers one of India's most comprehensive interior solutions portfolios. From laminates, compacts, and engineered panels to coordinated furniture systems and speciality surfaces, every offering reflects a strong commitment to innovation, precision manufacturing, and global quality standards.

During FY2025-26, Merino strengthened its innovation-led portfolio with the introduction of Marine Board—an ultra-high moisture-resistant engineered wood panel designed to redefine performance in moisture-prone interior environments. Developed using advanced technologies such as Chip Weave Technology, CPS+, and 3D bonding, Marine Board delivers exceptional dimensional stability, superior screw-holding capacity, low formaldehyde emissions, and enhanced durability. Manufactured using 100% agroforestry-sourced wood chips, the product also reflects Merino's sustainability-first approach to innovation.

The Company also continued to elevate design possibilities through the launch of the Grande Collection featuring expansive 10-foot designer laminates inspired by contemporary global aesthetics, and Merino Senses, which recreates the visual depth and tactile authenticity of natural wood through synchronised surface technology. Harmony Coordinated Surfaces further strengthened Merino's integrated solutions ecosystem by enabling seamless coordination across laminates, panels, compacts, and edge bands.

Grande by Merino Laminates marked the introduction of India's first exclusive 10-ft designer laminate collection, developed to address the growing demand for seamless and premium interior solutions. Designed for applications such as wardrobes, wall paneling, and expansive interior spaces, the collection enables enhanced ceiling-to-floor visual continuity while elevating the overall aesthetic appeal of modern interiors. The launch further reinforced Merino's focus on innovation-led design solutions aligned with evolving consumer aspirations and contemporary living spaces.

The launch was supported through an integrated 360-degree marketing campaign spanning digital, Connected TV (CTV), OTT, social media platforms, influencer engagement, and experiential activations across retail touchpoints and design-focused interactions. 1 million+ users visited the Grande Collection microsite to engage with the content and download the e-catalogue.

Merino's product portfolio is backed by state-of-the-art manufacturing infrastructure and one of the country's most extensive design ecosystems, comprising over 1,400 designs, 70+ textures, and multiple size formats. The Company's in-house SS plate manufacturing capability and dedicated R&D focus continue to drive innovation in textures, finishes, and product functionality.

Designed for a wide range of applications across residential, commercial, institutional, hospitality, healthcare, and retail environments, Merino's solutions are engineered to deliver both creative freedom and long-term reliability.

Engineered for Performance

Merino's solutions are developed to meet the demands of modern environments through advanced performance attributes such as:

- Ultra-high moisture resistance
- Low formaldehyde emissions (E0.5/E1 standards)
- Scratch and impact resistance
- Fire retardancy
- Anti-bacterial and anti-fungal properties
- Electrostatic dissipative capabilities
- Superior gloss retention
- Chemical and stain resistance
- Food-safe certified surfaces
- Enhanced durability and dimensional stability

At Merino, innovation is not pursued in isolation. It is deeply connected to sustainability, customer-centricity, and the changing aspirations of the modern world. Through every surface, texture, and solution, the Company continues to create products that are designed not just for spaces, but for the future.

SOLUTIONS FOR EVERY SPACE

Merino's Surface Solutions business continues to redefine modern interior infrastructure through products that combine advanced performance with refined aesthetics. Designed to adapt seamlessly across residential, commercial, institutional, retail, hospitality, and public spaces, our solutions are created to meet the functional and creative demands of diverse environments.

Driven by a philosophy centered on quality, innovation, and customer-centricity, Merino continuously invests in technology, manufacturing excellence, and design development to deliver future-ready solutions. Our integrated approach enables us to create surfaces and systems that offer design harmony, durability, and application flexibility while maintaining the highest standards of consistency and reliability.

Standard green HMR boards routinely swell, delaminate, and lose screw-holding strength in real-world wet environments. Plywood performs better but at higher cost and with formaldehyde emission concerns. Marine Board bridges this trade-off: it delivers plywood-like structural performance in moisture-prone applications while meeting E0.5/E1 emission standards—addressing both the performance gap and the health risk in a single solution at a competitive price point, thereby maximising the reach to the consumer.

With decades of industry expertise and a strong understanding of evolving market trends, Merino has built enduring trust across stakeholders globally. The Company's sustained growth reflects its ability to anticipate changing needs, innovate with purpose, and empower customers, architects, and designers with solutions that transform ideas into inspiring spaces.

PRIMARY MARKET SEGMENTS:

- Corporate Offices
- Government Institutions
- Healthcare Facilities
- Educational Institutions
- Hospitality & Hotels
- Malls & Retail Spaces
- Public Transport Hubs
- Stadiums & Arenas
- Residential Homes

DIVERSE PRODUCT CATEGORIES

MARINE BOARD

Merino Marine Board represents a breakthrough in engineered panel technology, designed specifically for moisture-prone interior applications. Manufactured using advanced Chip Weave Technology, CPS+, and 3D bonding processes, the product delivers exceptional boiling-water resistance, dimensional stability, screw-holding strength, and ultra-low formaldehyde emissions. Made from 100% agroforestry-sourced wood chips, Marine Board combines durability, sustainability, and health-conscious performance in a single solution, making it ideal for kitchens, wardrobes, bathrooms, and utility spaces.

FABWOOD CHIPBOARDS & PRELAM PANELS

Manufactured at Merino's state-of-the-art Halol facility, FABWood panels are developed using advanced European manufacturing systems and FSC-certified timber inputs. These super-strong, health-friendly engineered panels offer superior structural performance, surface quality, and dimensional consistency for modern furniture and interior applications.

HARMONY COORDINATED SURFACES

Harmony by Merino brings together laminates, panels, compacts, and edge bands into one seamlessly coordinated surface ecosystem. Designed to create visual continuity and tactile harmony across spaces, the collection enables architects and designers to achieve integrated interior aesthetics with greater flexibility and efficiency.

GRANDE COLLECTION

The Grande Collection introduces expansive 10-foot designer laminates inspired by global trends and contemporary architecture. Featuring sophisticated textures, metallic finishes, stone inspirations, and premium patterns, the collection is designed to create bold, seamless spaces with enhanced visual impact.

MERINO SENSES

Merino Senses recreates the authenticity of natural wood through synchronised surface technology that aligns texture with visual grain patterns. The result is an immersive tactile experience that combines the warmth and realism of natural timber with the durability and consistency of engineered surfaces.

LUVIH

Luvih is Merino's premium surface range offering sophisticated matte finishes with advanced anti-fingerprint and scratch-resistant properties. Designed for contemporary interiors, the collection combines elegance, durability, and ease of maintenance across residential and commercial applications.

HIGH PRESSURE LAMINATES (HPL)

Merino's laminate portfolio offers one of India's most extensive collections of designs, textures, colours, and finishes. From woodgrains and stones to solids and abstract patterns, the range caters to evolving aesthetic preferences while delivering superior durability and performance.

COMPACT SURFACES & EXTERIOR COMPACTS

Designed for demanding applications, Merino's compact solutions deliver high structural strength, moisture resistance, and long-term durability. The exterior compact range is specially developed for façades, cladding, and outdoor architectural applications.

GLOSSMEISTER

Glossmeister panels feature PU and acrylic-coated high-gloss surfaces with superior gloss retention and refined aesthetics. Designed for premium interiors, the collection combines visual richness with durability and easy maintenance.

WORKTOP SOLUTIONS

Merino's engineered worktop solutions are developed for high-performance environments including kitchens, hospitality spaces, laboratories, and commercial interiors, offering durability, hygiene, and aesthetic versatility.

SPECIALITY SURFACES

Merino continues to innovate across specialised surface applications with offerings such as fire-retardant laminates, electrostatic dissipative laminates, anti-bacterial and anti-fungal surfaces, food-safe certified laminates, and high-performance decorative panels designed for modern infrastructure needs.

ADVANCING THROUGH SCALE, TECHNOLOGY, AND INNOVATION

BUILDING FUTURE-READY MANUFACTURING ECOSYSTEMS

For us, growth has always been guided by the belief that scale becomes truly meaningful when strengthened by innovation, technology, and long-term capability building. Over the years, the Company has consistently invested in future-ready manufacturing ecosystems, advanced process technologies, and integrated value chains that enhance product quality, operational efficiency, and customer responsiveness.

DRIVEN BY TALENT

Our world-class manufacturing ecosystem is built on advanced technologies, a resilient backbone, and a highly skilled team. From concept to delivery, we combine design excellence with precision engineering to meet the evolving aspirations of our global clientele. Our commitment to continuous improvement and operational efficiency ensures that our offerings remain future-ready and customer-focused.

OUR PRODUCTION INFRASTRUCTURE INCLUDES

- Captive printing units for customised design development
- Short-cycle lamination lines for pre-laminated chipboards and MDF in various formats (8x4 ft to India's largest 10x4 ft)
- Specialised chroming and de-chroming facilities - among the most advanced in Asia
- Plate polishing and stainless steel mould cleaning lines to ensure perfect surface finishes
- In-house resin manufacturing to ensure consistency and quality
- Strategic pre-lamination lines in North and South India for fast regional access
- Advanced German manufacturing lines for chipboards, prelam panels, and modular furniture systems
- High-capacity HPL production facilities with large-format pressing capabilities
- Integrated modular furniture and component manufacturing units
- Automated foil lamination, edge banding, and synchronised surface technology systems
- State-of-the-art compact laminate and coordinated surface production lines
- In-house SS plate manufacturing for texture innovation and quality consistency
- Precision machinery and automated process controls from globally reputed technology partners
- Dedicated quality testing, product validation, and performance assessment facilities
- Integrated logistics and warehousing infrastructure supporting domestic and international distribution
- Renewable energy integration and waste-to-energy systems supporting sustainable manufacturing operations

Automated Modular Furniture Production - MIL Halol

DIGITAL INTEGRATION & OPERATIONAL EXCELLENCE

Merino continues to strengthen operational agility and manufacturing efficiency through digital integration and process automation across facilities. The Company's production ecosystem is supported by advanced planning systems, automated quality controls, integrated manufacturing workflows, and real-time process monitoring capabilities that enhance consistency, productivity, and responsiveness.

We have deployed ERP and SAP systems across our manufacturing locations, fostering real-time visibility, better decision-making, and transparent operations. A strong logistics network, in-house fleet management and presence in key Indian cities further ensure timely deliveries and a superior customer experience.

Investments in top-tier machinery, such as double belt casting units, continue to raise the bar in laminate quality and efficiency.

RESEARCH-LED INNOVATION

Innovation at Merino extends far beyond product development–it is embedded across materials, processes, sustainability, and manufacturing practices. Supported by dedicated in-house R&D capabilities and collaborations with academic and research institutions, the Company continues to develop solutions that combine performance, safety, durability, and environmental responsibility.

Merino's research-led approach has enabled the development of breakthrough products such as Marine Board, alongside advancements in synchronised surfaces, speciality laminates, coordinated interiors, and sustainable material applications. The Company is also actively exploring circular economy opportunities through initiatives focused on converting process waste into value-added applications.

Through continuous investments in technology, design innovation, and sustainability-led research, Merino remains focused on creating products and solutions that are aligned with the evolving aspirations of modern consumers and global markets.

Production Control Centre - MIL Halol

ECONOMY • EXCELLENCE • ETHICS

MANUFACTURING NETWORK: DRIVING INNOVATION. DEFINING NEW CATEGORIES.

Innovation remains the defining force behind Merino's growth strategy. The commissioning of India's largest chipboard manufacturing facility at Halol, with a capacity of 900 CBM per day and powered by Industry 4.0 technologies, marks a significant step towards building globally competitive, future-ready manufacturing capabilities. Backed by one of the industry's most advanced R&D ecosystems, the facility is designed to accelerate product innovation and deliver differentiated solutions for evolving customer needs. This innovation-led approach resulted in the launch of Merino Marine Board—India's first Boiling Water Resistant (BWR) Chipboard with superior E1 emission levels—creating a new product category and redefining performance standards in the engineered wood industry. Building on this momentum, Merino is introducing Merino Marine FR Grade, an advanced fire-retardant solution that addresses emerging market requirements with world-class performance, enhanced safety, and greater value. Through continuous investment in technology, research, and innovation, Merino continues to shape the future of engineered wood solutions.

With six world-class manufacturing facilities across Hapur, Halol, Dahej, Rohad, and Hosur, Merino has built one of India's most advanced and diversified interior solutions manufacturing ecosystems. The Company's facilities are equipped with globally benchmarked technologies, automated production systems, and integrated value-chain capabilities that support both large-scale manufacturing and specialised product innovation.

ROHAD, HARYANA

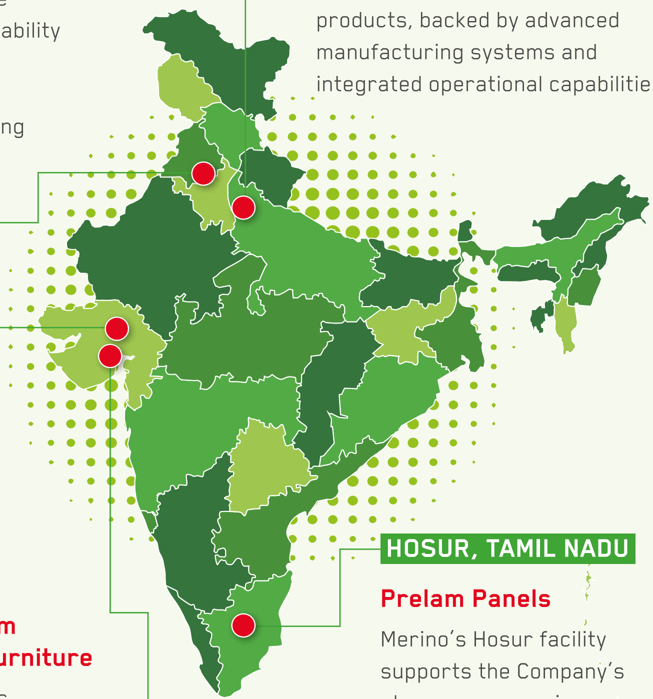
High Pressure Laminates | Prelam Panels

The Rohad facility continues to strengthen Merino's decorative surface manufacturing capabilities while also supporting the Company's sustainability agenda through renewable energy integration, including large-scale solar infrastructure

HAPUR, UTTAR PRADESH

High Pressure Laminates | Prelam Panels | Modular Furniture | Potato Processing

Merino's Hapur facilities represent one of the Company's largest and most diversified manufacturing hubs. The facilities support the production of laminates, prelam panels, modular furniture solutions, and food processing products, backed by advanced manufacturing systems and integrated operational capabilities.



HALOL, GUJARAT

Chipboards | Prelam Panels | Modular Furniture

The Halol facility marks a significant milestone in Merino's next phase of growth. Equipped with advanced German manufacturing technology and highly automated systems, it is India's leading integrated chipboard and modular furniture manufacturing unit with a daily chipboard production capacity of 900 CBM. The facility plays a central role in the production of next-generation products such as Marine Board and FABWood panels.

HOSUR, TAMIL NADU

Prelam Panels

Merino's Hosur facility supports the Company's strong presence in South India through the production of prelaminated decorative panels and surface solutions catering to regional and export markets.

DAHEJ, GUJARAT

High Pressure Laminates | Chemicals | Compact Boards

Located strategically for export connectivity and industrial access, the Dahej facility manufactures laminates, compact boards, and chemical solutions using advanced process technologies and integrated production systems.

STATE-OF-THE-ART PLANT - HALOL, GUJARAT

- Innovation-led growth strategy driving Merino's long-term vision.
- India's largest chipboard manufacturing facility commissioned at Halol with 900 CBM/day production capacity.
- Facility powered by Industry 4.0 technologies for smart, future-ready manufacturing.
- Supported by one of the industry's most advanced R&D ecosystems to accelerate product innovation.
- Launched Merino Marine Board – India's first Boiling Water Resistant (BWR) Chipboard with superior E1 emission level.
- Created a new product category and redefined performance standards in the engineered wood industry.
- Introducing Merino Marine FR Grade, an advanced fire-retardant solution with enhanced safety and world-class performance.
- Continuous investment in technology, R&D, and innovation to deliver differentiated, high-value engineered wood solutions

BUILDING RESPONSIBLY

Sustainability remains deeply integrated into Merino's manufacturing philosophy. Across facilities, the Company continues to focus on renewable energy adoption, circular economy initiatives, resource efficiency, waste-to-energy systems, and responsible sourcing practices. Supported by the Nirmal philosophy, Merino's manufacturing network is designed not only for operational excellence, but also for long-term environmental and social value creation.

ENDORSED BY STANDARDS & CERTIFICATION

Merino upholds the highest standards in quality, sustainability, and safety. All manufacturing units are certified with:

ISO 9001 (Quality Management)

ISO 14001 (Environmental Management)

ISO 45001 (Occupational Health & Safety)

FSC-COC Certification

(Forest Stewardship Council – Chain of Custody) Ensures responsible and traceable sourcing of wood-based raw materials.

BIS Certification

Merino holds BIS certification for Laminates, Particle Boards, Prelam Panels, and Plywood.

GREENGUARD Certification

Indicates low-emission products and healthier indoor air quality standards.

GREENGUARD Gold Certification

Meets more stringent low-emission standards for sensitive interior environments.

iWay (IKEA) Compliance

Compliance with IKEA's manufacturing, environmental, and sourcing standards.

SEDEX Compliance / Audit Standards

Reflects adherence to responsible manufacturing and ethical supply chain practices.

E0.5 / E1 Emission Standards

Ultra-low formaldehyde emission standards applicable to Marine Board and engineered panels.

These accreditations reflect our commitment to responsible operations and our drive to deliver products that meet international standards in both performance and environmental stewardship.

MARINE BOARD
DEFINING THE NEXT GENERATION OF INTERIOR PANELS

Marine Board represents a defining step in Merino's transition towards the next generation of engineered interior materials. Developed to address two of the most persistent challenges in the panel industry—moisture resistance and health safety—the product combines advanced engineering, sustainability, and affordability within a single scalable solution.

Positioned as a category-defining innovation, Marine Board reflects Merino's focus on building future-ready products aligned with evolving consumer expectations, premium interior trends, and global compliance standards.

ENGINEERED FOR REAL-WORLD PERFORMANCE

Conventional green HMR boards often struggle in moisture-prone environments, leading to swelling, delamination, and weakened screw-holding strength over time. Marine Board bridges this gap by delivering plywood-like structural performance while maintaining superior health and environmental standards.

KEY PERFORMANCE ADVANTAGES

- Ultra-low formaldehyde emissions (E0.5/E1)
- Boiling water resistance with structural stability
- Minimal swelling and dimensional distortion
- Superior screw-holding and re-screwing capability
- Termite and borer resistance

TECHNOLOGY AT THE CORE

Marine Board is manufactured using highly advanced systems rarely seen in Indian panel manufacturing.

ADVANCED TECHNOLOGIES INCLUDE

1. Chip Weave Technology
2. 3D Bonding Systems
3. CPS+ Technology
4. German Hot-Press Manufacturing Lines

These technologies collectively enhance structural integrity, durability, and long-term performance across demanding applications.

SUSTAINABILITY BUILT INTO THE PRODUCT

Marine Board reflects Merino's larger sustainability philosophy by integrating responsible sourcing, renewable energy, and circular manufacturing principles directly into the product lifecycle.

SUSTAINABILITY

- Manufactured using 100% agroforestry-sourced wood chips
- Supported by the distribution of 10 Million+ saplings annually to farmers
- Thermal energy requirements met through waste-to-energy systems
- Over 84% electricity sourced through solar and wind energy
- Designed to support low-emission, environmentally responsible interiors

LARGE MARKET OPPORTUNITY

Marine Board is designed for a wide spectrum of residential, commercial, institutional, and OEM applications.

PRIMARY APPLICATION SEGMENTS

- Modular kitchens
- Wardrobes
- Bathroom cabinetry
- Utility spaces
- Hospitality interiors
- Institutional fit-outs
- OEM furniture manufacturing

Benchmarking against European health and marine-grade performance standards has positioned the product as export-ready from launch.

MARINE BOARD
DEFINING THE NEXT GENERATION OF INTERIOR PANELS

A STRATEGIC GROWTH PLATFORM

Marine Board is more than a new product—it is a strategic platform for Merino's future growth.

As a growth driver, it strengthens Merino's position within the rapidly expanding engineered panels and modular interiors market. As a brand-builder, it reinforces the Company's leadership in the emerging "next-generation panel era" in India. And as a sustainability proof point, it demonstrates Merino's ability to deliver globally competitive products aligned with stringent ESG expectations of international clients and partners.

STRONG EARLY MARKET RESPONSE

Marine Board was launched simultaneously in Indian and global markets in August 2025 and showcased at Matecia 2025 as "India's Most Advanced Board." Its visibility further expanded through platforms such as IndiaWood and dedicated OEM engagement programmes.

The launch of Merino Marine Board was supported through a high-impact integrated brand campaign focused on strengthening awareness around health-conscious, durable, and reliable interior solutions. Featuring acclaimed actor Pankaj Kapur, the campaign leveraged relatable storytelling and everyday home scenarios to build stronger consumer connect while bringing greater attention to the importance of core furniture materials in modern interiors.

Executed through a series of short films under the communication theme "Water se Safe, Health Rahe Great!", the campaign highlighted key brand pillars around indoor well-being, durability, moisture protection, and everyday reliability. The integrated media rollout spanned digital platforms, OTT, Connected TV (CTV), social media and retail visibility initiatives, enabling the brand to drive wider reach, improve consumer recall, and reinforce Merino's innovation-led positioning across both consumer and trade audiences.

A structured outreach strategy comprising:

- Technical videos
- Blogs and digital campaigns
- Professional webinars
- Architect and OEM engagement
- Social media and influencer outreach - Merino continued to strengthen its social media engagement through collaborative digital content initiatives and creator-led amplification strategies across platforms. During the year, collaborative Instagram content generated over 80 million video views along with more than 3 lakh shares, reflecting strong audience engagement, enhanced organic reach, and growing digital brand affinity across consumer and design-focused communities.

The campaign garnered 16 million video views on YouTube and helped accelerate adoption among architects, designers, OEMs and end-users.

Within a short span, Marine Board evolved from a new product launch into a category-defining solution within the wood panel industry.

EXPERIENCE PLATFORMS: DIGITAL + PHYSICAL = SEAMLESS ENGAGEMENT

Merino continues to strengthen the way customers, architects, designers, and partners interact with its products through integrated physical and digital experience platforms. By combining technology with immersive engagement, the Company is creating more intuitive, collaborative, and design-centric customer journeys.

MERINO EXPERIENCE CENTRES

Bringing the Merino Universe Together

Merino Experience Centres (MECs) serve as immersive destinations that showcase the Company's expansive portfolio of laminates, panels, coordinated surfaces, furniture solutions, and speciality products under one roof. Designed as collaborative interaction spaces, the centres enable architects, designers, channel partners, and customers to explore materials, textures, finishes, and integrated applications in a real-world environment.

MERINO VISUALISER

Simplifying Design Decisions

Merino's digital visualisation platform enables users to experience laminate and surface solutions across simulated interior environments including kitchens, bedrooms, living spaces, and commercial settings. The intuitive interface allows customers and professionals to explore designs, finishes, textures, and full-sheet layouts while simplifying product selection and decision-making through immersive previews.

BIM INTEGRATION

Enabling the Future of 3D Design

Merino continues to strengthen its leadership in digital design integration as one of the first Indian laminate brands to offer an extensive 3D material library across platforms such as Revit, SketchUp, and 3ds Max. With 500+ designs available for integration into architectural and interior workflows, the platform enables architects and designers to create more accurate visualisations, improve collaboration, and accelerate project planning with greater creative flexibility.

- BIM Integration: Empowering 3D Design
- 500+ designs available for
- 3D design integration
- Unmatched creative freedom for professionals shaping tomorrow's spaces

BUILDING BRAND EXPERIENCES BEYOND PRODUCTS

At Merino, branding goes beyond visibility. We aim to shape experiences, facilitate inspiration and build deeper engagements with architects, designers, OEMs, channel partners and end-users. During FY2025–26, the Company strengthened its market presence through a combination of product-led storytelling, immersive experience platforms, specification-driven outreach, and digitally integrated engagement initiatives.

LEADING THE SPECIFICATION DIALOGUE

The launch of Marine Board marked a defining moment in Merino's strategic positioning. Introduced at Matecia 2025 and subsequently showcased through platforms such as IndiaWood and regional OEM engagement forums, the product helped position Merino as a category creator within the premium interior substrate segment. The Company's outreach extended beyond traditional marketing into focused engagement with architects, designers, OEMs, contractors, and institutional buyers through technical demonstrations, digital campaigns, webinars, and specification-led interactions.

- Marine Board showcased at Matecia 2025 as **"India's Most Advanced Board"**
- Focused outreach across **architects, OEMs, designers,** and institutional buyers
- Structured digital campaigns including **technical videos, blogs, webinars,** and **social media** engagement

STRENGTHENING DESIGN LEADERSHIP

Merino continued to reinforce its leadership in design-driven surface solutions through launches such as the Grande Collection, Merino Senses, and Harmony Coordinated Surfaces. These offerings were developed not merely as standalone products, but as integrated design ecosystems aligned with evolving global aesthetics and contemporary architectural needs.

The Company's expansive design portfolio comprising 1,400+ designs, 70+ textures, and multiple coordinated surface solutions further strengthened its positioning as one of India's most design-forward interior infrastructure brands.

- **1,400+** Designs | **70+** Textures | **10+** Sizes
- Only Indian brand offering synchronised surfaces across **MFC & HPL**
- Grande Collection featuring expansive **10-ft** designer laminates

IMMERSIVE CUSTOMER ENGAGEMENT

Merino continued to deepen customer engagement through a strong omni-channel ecosystem that blends physical interaction with digital convenience. Merino Experience Centres (MECs) and Studio Merinos across India and global markets serve as immersive destinations where customers and professionals can explore coordinated solutions, textures, finishes, and applications in real-world settings.

Digital engagement platforms such as the Merino Visualiser and BIM-integrated material libraries further enabled architects and designers to seamlessly incorporate Merino solutions into their workflows, improving collaboration, visualisation, and design flexibility.

- **250+** Studio Merinos across India
- MECs present across **20+** global locations
- **500+** designs available for BIM integration

BUILDING TRUST THROUGH PERFORMANCE

Merino's brand strength continues to be reinforced by long-standing relationships with globally respected institutions and customers including IKEA, Steelcase, Herman Miller, Haworth, and leading hospitality, airport, healthcare, and educational infrastructure projects.

Backed by globally benchmarked manufacturing systems, international certifications, and a strong sustainability narrative under the Nirmal philosophy, the Company continues to build a brand that stands for reliability, innovation, responsible growth, and enduring customer trust.

- India's **No.1** Laminate Brand
- Trusted across **80+** countries
- First-level customer response within **24 hours** post complaint login

SOCIAL MEDIA: EDUCATING, INSPIRING AND ENABLING BETTER CHOICES

Key Highlights

During FY2025-26, Merino strengthened social media as a strategic platform to educate consumers on the importance of the right substrate selection, demonstrate how material choices impact the long-term health of furniture, and inspire them with design choices, trends and practical interior applications.

The content strategy delivered strong scale and engagement across platforms, with Merino achieving the 1 lakh follower milestone on Instagram, supported by 300+ content creators leading to 1.1 million content interactions, and over 313,000 saves and shares.

On LinkedIn, the brand grew to 59,000 followers, strengthening engagement with professional and B2B audiences.

1

Real-life Educational Content with Carpenters

Merino used real-life furniture scenarios and carpenter-led content to simplify the importance of choosing the right substrate. The communication helped consumers understand how the right board impacts furniture strength, durability, water resistance, safety, and long-term performance. By translating technical product benefits into relatable everyday examples, the brand enabled consumers to make more informed decisions about what goes inside their furniture.

2

DIY and Transformation Content

Merino introduced practical DIY and transformation-led content, creating a differentiated content format in the laminate industry. This approach helped consumers visualize how surfaces, finishes and product choices can transform real spaces, while making design ideas more accessible and easier to adopt. The strong audience response reflected growing interest in practical, application-led, and inspiration-driven content.

3

Design and Trend-led Inspiration with AIDs

Architects and interior designers played a key role in inspiring consumers with design-led content around décor trends, surface finishes, colour palettes, furniture ideas and modern interior applications. By bringing expert perspectives into social media storytelling, Merino positioned itself not just as a product brand, but as a design partner helping consumers make aesthetically relevant and contemporary choices for their homes.

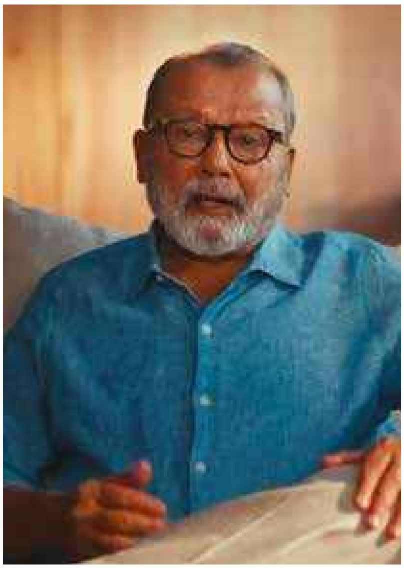
Together, these content pillars helped Merino build a more meaningful social media presence—one that combined product education, expert credibility, design inspiration and consumer empowerment.

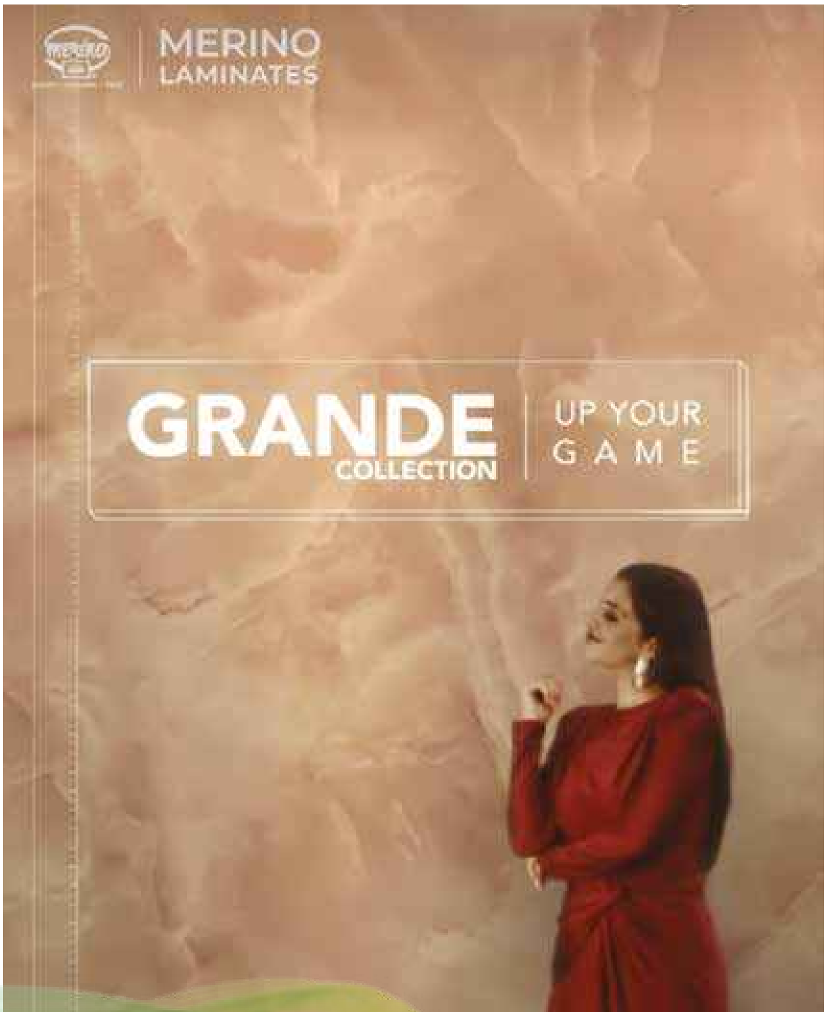
Grande Collection Launch Campaign

Grande Collection was launched to address a clear consumer need for seamless and premium interior solutions. As modern homes increasingly use larger wardrobes, wall panels and expansive surfaces, Merino introduced India's first exclusive 10-ft designer laminate collection to enable ceiling-to-floor, uninterrupted applications. The "Look Up" campaign converted this innovation into a strong design story, inviting consumers, architects and designers to reimagine large surfaces with scale, seamlessness and premium aesthetics.

Key Campaign Highlights

- **360° campaign across digital, CTV, OTT, social platforms and retail touchpoints**
- Reached out to more than 20 million users
- More than 1 million users visited the Grande Collection webpage and interacted with the new designs and textures.





LOOKING AHEAD

As Merino looks towards the future, the Company's focus remains firmly anchored in building a next-generation interior solutions ecosystem driven by innovation, sustainability, and manufacturing excellence. The launch of Marine Board, the scale-up of the Halol integrated manufacturing complex, and the continued expansion of coordinated surface and panel solutions mark the beginning of a larger strategic transition– from a product-led enterprise to a category-creating solutions brand.

Looking ahead, Merino will continue strengthening its engagement with architects, designers, OEMs, institutional buyers, and global markets through specification-led innovation, advanced manufacturing capabilities, and immersive customer experiences. At the same time, the Company remains deeply committed to its Nirmal philosophy– integrating circular manufacturing, renewable energy adoption, responsible sourcing, and community development into its long-term growth journey. With strong infrastructure, differentiated products, and an expanding sustainability framework, Merino is steadily shaping a future that creates enduring value for customers, communities, and the environment alike.

MESSAGE FROM THE CHAIRMAN EMERITUS

SUSTAINABLE VALUE CREATION

> "Our belief continues to be simple yet powerful: sustainable progress is achieved when innovation, ethics, and resilience move forward together."

Dear Members,

At Merino Industries Limited, our journey has always been guided by a larger purpose—to create enduring value through responsible growth, meaningful innovation, and unwavering commitment to people and the planet. Even amidst a year shaped by global uncertainties and evolving market dynamics, we remained focused on strengthening the foundations that will define our future. Our belief continues to be simple yet powerful: sustainable progress is achieved when innovation, ethics, and resilience move forward together.

Resilience in a Changing World

The global economy during FY2025–26 navigated a complex environment marked by geopolitical tensions, supply chain realignments, inflationary pressures, and cautious consumer sentiment across several developed markets. Yet, amid these shifts, India continued to stand out as one of the world's most resilient and fastest-growing major economies, supported by strong domestic consumption, infrastructure development, manufacturing momentum, and a rising aspiration-driven middle class.

The continued policy thrust on manufacturing, housing, urban infrastructure, and "Make in India" initiatives has strengthened long-term opportunities for companies operating within the building materials and interior infrastructure ecosystem. At the same time, increasing global emphasis on sustainability, responsible sourcing, and environmentally compliant manufacturing is reshaping the future of industrial growth. We believe these shifts align strongly with Merino's long-term strategic direction.

A Sector in Transformation

Across both domestic and international markets, the interior infrastructure and surface solutions industry continues to evolve rapidly. Rising urbanisation, changing lifestyles, growth in modular furniture, premiumisation of interior spaces, and greater design awareness are transforming customer expectations. Simultaneously, the growth of hospitality, healthcare, education, retail, airports, and commercial infrastructure is creating demand for products that combine durability, aesthetics, safety, and sustainability.

As spaces become more experience-driven and performance-oriented, the interior architectural products and building materials industry is witnessing a transition. Its products are evolving from commoditised materials to integrated, specification-led solutions. At Merino, we see this not merely as a market opportunity, but as an opportunity to help shape the future of the category itself.

Innovation with Purpose

Innovation today lies at the heart of Merino's evolution. During the year, we achieved a significant milestone with the launch of Marine Board–an ultra-high moisture-resistant engineered panel designed to establish new benchmarks in performance, durability, and health-conscious manufacturing. Developed using advanced technologies such as Chip Weave Technology, CPS+, and 3D bonding systems, Marine Board reflects our aspiration to create products that are globally competitive, technologically differentiated, and deeply relevant to emerging customer needs.

The continued scale-up of our integrated Halol manufacturing facility further strengthened our capabilities in engineered panels, modular furniture, and coordinated interior solutions. Together with innovations such as Harmony Coordinated Surfaces, Grande designer laminates, and Merino Senses' synchronised wood finishes, these developments represent a broader transition–from being a laminates leader to becoming an innovation-led interior solutions company.

> "Together with innovations such as Harmony Coordinated Surfaces, Grande designer laminates, and Merino Senses synchronised wood finishes, these developments represent a broader transition–from being a laminates leader to becoming an innovation-led interior solutions company."

Growing Responsibly

At Merino, sustainability is not a parallel initiative–it is embedded into the way we think, operate, innovate, and grow. Guided by our Nirmal philosophy, we continue to pursue an integrated approach across energy, water, air, soil, and circular economy management. During the year, over 84% of our thermal energy requirements were met through non-fossil fuel sources, while our circular manufacturing systems enabled large-scale utilisation of biomass, waste-to-energy solutions, water recycling, and resource recovery.

Our agroforestry initiatives continued to create positive environmental and social impact through large-scale plantation programmes, farmer engagement, and sustainable sourcing practices. Today, millions of saplings planted across farmer lands stand not merely as an environmental effort, but as symbols of long-term ecological stewardship and rural partnership.

Equally important is our commitment to people and communities. Through our education, healthcare, and community development initiatives, we continue to support inclusive growth and social progress. Governance too remains central to our identity, anchored in transparency, accountability, and ethical business conduct.

Creating Enduring Value

As we look to the future, we remain optimistic about the long-term opportunities before us. The convergence of manufacturing growth, urban transformation, sustainability priorities, and changing consumer aspirations will continue to reshape our industry in meaningful ways.

Merino enters this future with strong manufacturing capabilities, differentiated products, a globally trusted brand, and a deeply embedded culture of responsibility. More importantly, we enter it with the confidence that sustainable value creation must benefit every stakeholder–customers, employees, farmers, partners, communities, and the environment alike.

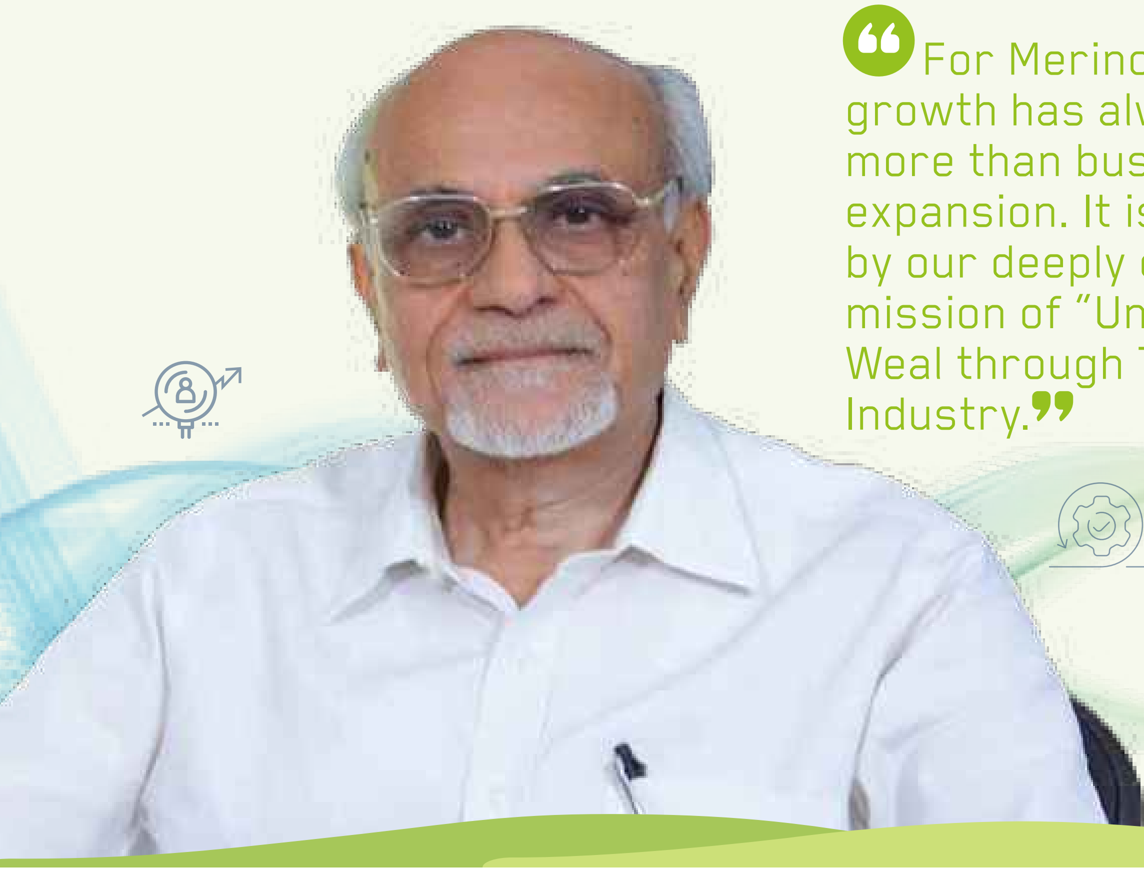
I would like to express my heartfelt gratitude to all our employees, partners, customers, and stakeholders for their continued trust and support. Together, we continue to build not only a stronger organisation, but a legacy rooted in purpose, progress, and sustainability.

Warm regards,

Rup Chand Lohia
Chairman Emeritus

CHAIRMAN & MANAGING DIRECTOR'S REVIEW

INNOVATING FOR THE FUTURE, SUSTAINABLY



"For Merino, however, growth has always meant more than business expansion. It is guided by our deeply embedded mission of "Universal Weal through Trade & Industry."

Dear Members,

FY2025-26 has been a defining year in Merino Industries Limited's journey—a year where innovation, sustainability, and manufacturing excellence converged to shape the next phase of our growth. As industries evolve and customer expectations become more design conscious, performance-driven, and sustainability-oriented, we continue to strengthen our position as a future-ready organisation committed to creating enduring value.

For Merino, however, growth has always meant more than business expansion. It is guided by our deeply embedded mission of "Universal Weal through Trade & Industry"—the belief that enterprise must create value for all its stakeholders while remaining in harmony with nature and society. This philosophy continues to shape our manufacturing processes, product innovation, customer relationships, societal initiatives, and long-term direction.

This year marked an important transition for Merino—from being recognised primarily as a high-quality laminates company to emerging as an innovation led interior solutions enterprise. The commercial launch of Marine Board, the scale-up of our integrated Halol manufacturing facility, and the continued expansion of our sustainability initiatives under the Nirmal programme collectively reinforced our long-term strategic direction.

Strengthening the Foundations for Growth

During the year, we continued to strengthen our domestic and global presence across laminates, panels, engineered wood products, modular furniture, and allied interior solutions. Today, Merino stands as India's No. 1 laminate brand with a presence across 80+ countries, supported by six state-of-the-art manufacturing facilities and a strong workforce of over 6,500 people.

Our integrated manufacturing ecosystem and customer-centric approach enabled us to maintain strong momentum across categories. The Halol facility, with its advanced European precision manufacturing systems and fully integrated value chain, continued to scale operations during the year. The facility not only strengthens our manufacturing capabilities but also establishes new benchmarks in sustainable and health-conscious panel manufacturing in India.

We also deepened our engagement with architects, OEMs, institutional buyers, designers, and channel partners through specification-led outreach programmes, industry exhibitions such as Matecia and IndiaWood, and expanding digital platforms. These initiatives have helped reinforce Merino's positioning as a trusted, innovation-driven partner for modern interior infrastructure.

> "Programme, rooted in the ancient wisdom of Panchamahabhuta–the five elements of nature: soil, water, fire, air and space–we seek to use natural resources responsibly while preserving their purity."

Innovating for a Changing World

Innovation continued to remain central to our growth strategy during FY2025–26. The launch of Marine Board represented a major milestone in our journey of category creation. Developed as an ultra-high moisture-resistant engineered panel, Marine Board addresses critical gaps in the industry around durability, health standards, and moisture performance. With features such as boiling-water resistance, superior screw-holding strength, termite resistance, ultra-low formaldehyde emissions, and advanced Chip Weave Technology, it establishes a new benchmark for engineered interior panels in India.

At the same time, the continued scaleup of FABWood chipboards and prelaminated panels strengthened our presence in the fast-growing modular furniture and interior infrastructure segments. Our Harmony Coordinated Surfaces further enhanced the concept of integrated design systems by bringing panels, laminates, compacts, and edge bands together into a seamless visual and tactile experience.

During the year, we also introduced the all-new Grande Collection featuring 10-ft designer laminates inspired by global design trends and crafted for expansive contemporary spaces. Innovations such as Merino Senses synchronised wood finishes and our specialised laminates portfolio continued to strengthen Merino's reputation for combining aesthetics with technology.

Our marketing and outreach efforts evolved significantly during the year. Marine Board was launched simultaneously in Indian and international markets and showcased at Matecia 2025 as "India's most advanced board." This was supported by a structured digital engagement programme involving technical videos, webinars, design-focused outreach, and professional collaborations that deepened engagement with architects, OEMs, influencers, and end-users alike.

Embedding Sustainability into Growth

Sustainability remains deeply integrated into Merino's business philosophy and operational framework. Guided by our Nirmal Programme, rooted in the ancient wisdom of Panchamahabhuta–the five elements of nature: soil, water, fire, air and space–we seek to use natural resources responsibly while preserving their purity. The programme translates our philosophy into a structured approach to environmental stewardship across our operations.

CHAIRMAN & MANAGING DIRECTOR'S REVIEW

INNOVATING FOR THE FUTURE, SUSTAINABLY

> "Replacing coal with biomass and utilising process waste helped mitigate nearly 198,000 metric tonnes of CO_2 equivalent emissions during the year. Our organic waste management systems generated 173,912 SCM of biogas, demonstrating how circularity can create both environmental and economic value."

During FY2025-26, around 85% of our thermal energy came from biomass and process waste. At Halol, 100% of thermal energy was non-fossil based, while the corresponding levels at Hapur and Rohad reached 99% and 98%, respectively. With approximately 24 MW of hybrid wind-solar, captive, open-access and rooftop solar capacity, we are also progressing towards meeting 55% of our total electricity demand through renewable sources.

We achieved significant progress across environmental parameters, including water neutrality initiatives, circular waste utilisation, and carbon mitigation efforts. Approximately 206,199 MT of CO_2-equivalent emissions were mitigated through biogenic fuel use, while largescale agroforestry initiatives continued to create long-term ecological and rural livelihood benefits.

Replacing coal with biomass and utilising process waste helped mitigate nearly 198,000 metric tonnes of CO_2 equivalent emissions during the year. Our organic waste management systems generated 173,912 SCM of biogas, demonstrating how circularity can create both environmental and economic value.

Our commitment extends beyond the factory gates. Over the past three years, Team Merino has planted 30.56 million saplings across 30,557 acres in partnership with 3,697 farmers across nine districts of Central Gujarat. These plantations are estimated to sequester more than 0.5 million tonnes of CO_2 equivalent annually. Our Soil Care Programme also produces more than 300 metric tonnes of bio-manure annually, benefiting over 3,000 farmers.

Our sustainability commitments are increasingly reflected within product innovation itself. Marine Board, for instance, integrates 100% agroforestry-sourced wood, E0.5/E1 emission standards, circular manufacturing processes, and waste-to-energy systems from the design stage onward.

We are also extending sustainability across our value chain. In an industry-first initiative for the laminates and wood panel sector, we partnered with GreenLine Logistics to deploy LNG-powered trucks and increase the use of Indian Railways freight services, helping address Scope 3 emissions and embedding sustainability more deeply into our supply chain.

During the year, Merino continued to strengthen its globally benchmarked certifications portfolio, including GreenPro, FSC, ISO 9001, ISO 14001, ISO 45001, CE, NSF, and EPD certifications. All Merino laminates, panels and modular furniture today carry GreenPro Certification from IGBC, reflecting our commitment to responsible sourcing, energy-efficient manufacturing and recyclability. We were also honoured with the Prithvi Award 2025, for the third consecutive year at the ESG Global Conference in New Delhi, reaffirming our commitment to responsible growth and sustainability leadership.

The Strength Behind Our Progress

On behalf of the Board of Directors, I extend my heartfelt gratitude to our leadership team, partners, employees, customers, and every member of the Merino family. Your dedication, innovation, resilience, and belief in our vision continue to shape Merino's growth journey.

I would also like to thank our architects, designers, dealers, institutional partners, suppliers, and communities for their continued trust and collaboration. I particularly appreciate Team Merino for continuing to translate the Nirmal philosophy into meaningful action across our operations and communities.

Our responsibility to society remains equally important. During the year, our healthcare, education, livelihood and inclusion initiatives continued to touch lives across communities. The Shri Prem Chand Lohia Health Centre served more than 10,500 patients during FY2025-26, while our TB Elimination Programme has supported the treatment of 7,126 patients. Swami Vivekananda Arunoday Vidyalaya continues to nurture children from marginalised families, while the Yogakshema Programme and our women empowerment initiatives are helping create pathways to education, livelihoods and greater self-reliance.

Building the Merino of Tomorrow

As we look ahead, we remain optimistic about the opportunities emerging across the global interior infrastructure and surface solutions industry. Urbanisation, infrastructure growth, premiumisation, sustainability consciousness, and evolving lifestyle aspirations will continue to drive demand for high-performance, design-led, and environmentally responsible products.

At Merino, our focus will remain on strengthening innovation capabilities, deepening customer engagement, expanding sustainable manufacturing, and building globally benchmarked solutions that create long-term stakeholder value. The scale-up of Halol, the continued expansion of our panels portfolio, and our investments in circular economy initiatives and renewable energy position us strongly for the future.

We believe Merino's next phase will be measured not only by the scale we achieve, but also by the value we create and the responsibility with which we create it. I invite every member of the Merino family and every stakeholder to strengthen our Nirmal Programme and advance this journey with us. Guided by Economy, Excellence and Ethics, we remain committed to the Nirmal Way– where enterprise progresses in harmony with nature, and economy and empathy walk hand in hand.

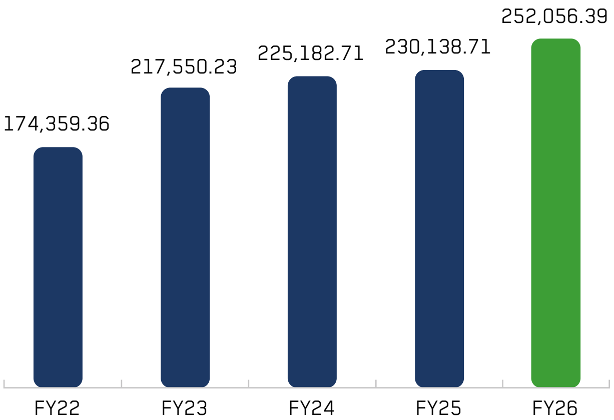
Warm regards,

Prakash Lohia
Chairman & Managing Director

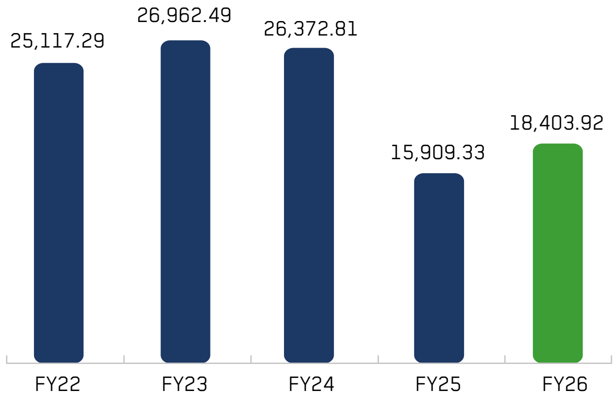
"All Merino laminates, panels and modular furniture today carry GreenPro Certification from IGBC, reflecting our commitment to responsible sourcing, energy-efficient manufacturing and recyclability. We were also honoured with the Prithvi Award 2025, for the third consecutive year at the ESG Global Conference in New Delhi, reaffirming our commitment to responsible growth and sustainability leadership."

KEY PERFORMANCE INDICATORS

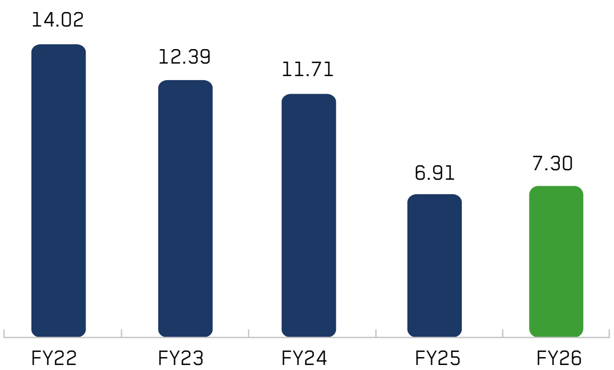
REVENUE (₹ in Lakhs)
(FY2022-FY2026)



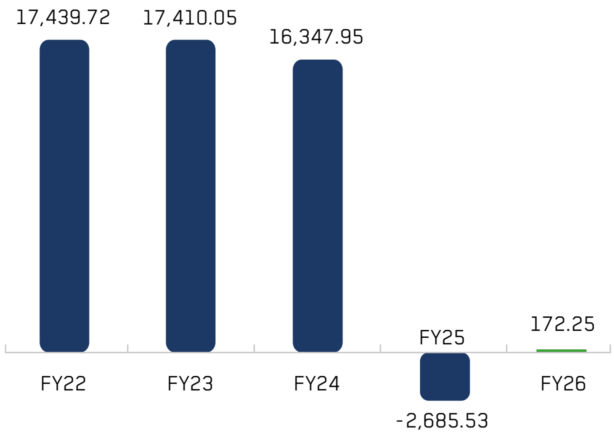
EBITDA (₹ in Lakhs)
(FY2022-FY2026)



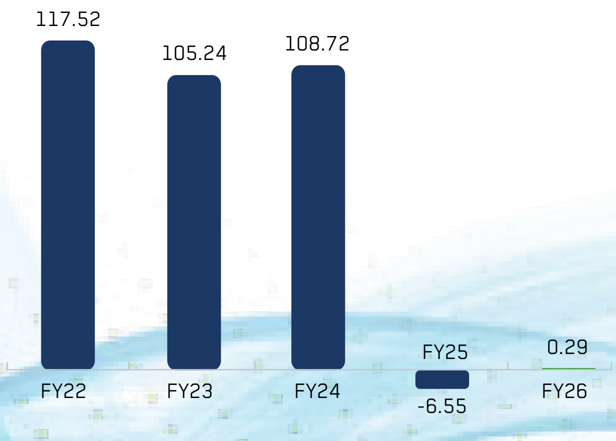
EBITDA MARGIN (%)
(FY2022-FY2026)



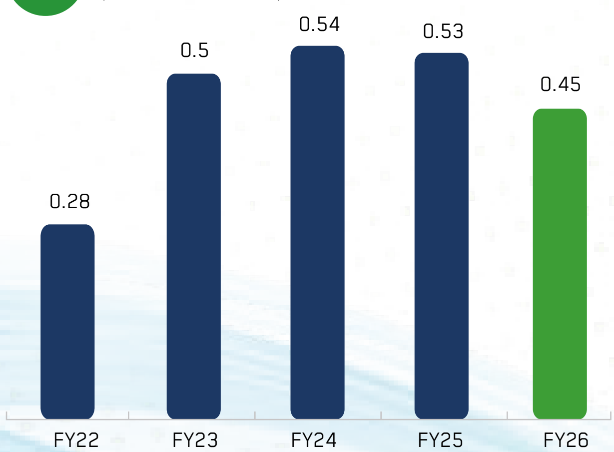
PROFIT BEFORE TAX (₹ in Lakhs)
(FY2022-FY2026)



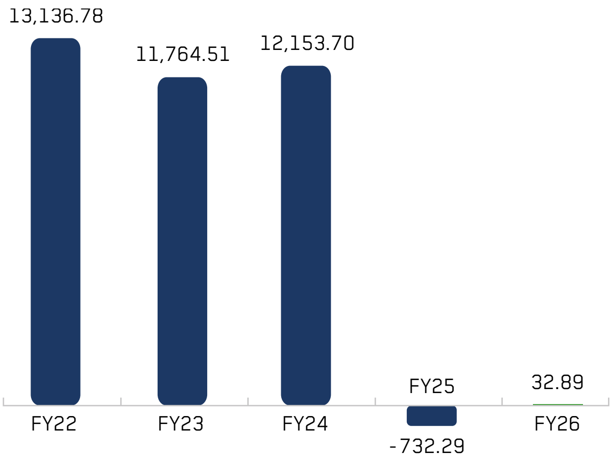
EARNINGS PER SHARE (₹)
(FY2022-FY2026)



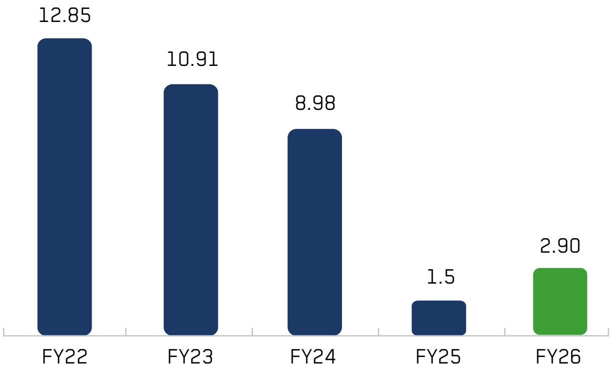
DEBT-EQUITY RATIO (X)
(FY2022-FY2026)



PROFIT AFTER TAX (₹ in Lakhs)
(FY2022-FY2026)



ROCE (%)
(FY2022-FY2026)



BUSINESS MODEL

CREATING TANGIBLE AND INTANGIBLE VALUE FOR STAKEHOLDERS

INPUT

Financial Capital

Our financial resources come from capital reserves, borrowings, internal accruals, and public institutions including banks and financial institutions.

- Equity: ₹ 1,35,822.64 Lakhs
- Net Debt: ₹ 60,585.49 Lakhs

Manufactured Capital

Our manufacturing capital consists of manufacturing assets, technology upgrades, and adjacent capacity enhancements.

- Manufacturing facilities: 6
- Offices: 23

Intellectual Capital

Our original technical know-how, in-house research, proprietary innovations, global sourcing, patents, design capabilities and product differentiation and customer trust.

- We continue to invest in R&D to develop more sustainable and high-performance products.
- Our innovation-led business strategy helps deliver superior quality, design, and market readiness.

Natural Capital

Our effort has centred around optimising natural resource use across all our operations.

- We proactively invest in renewable energy, water recycling, agro-residue boilers and waste-to-energy solutions.
- We continue to invest in green chemistry, raw material efficiency, and emissions controls to reduce our environmental burden.
- The Group's initiatives aim to align with international frameworks and national goals for resource conservation.

Human Capital

Our people are our greatest asset. We focus on hiring, training, and retaining the best talent with an inclusive and inspiring work culture.

- Employees: 6,498 as on 31st March 2026
- Training hours: 21,133

Social and Relationship Capital

We engage with communities, contractors, customers, suppliers, and industry forums through consistent outreach, education, and experience-driving programmes.

- CSR spend (FY26): ₹ 222.00 Lakhs
- CSR reach: 12,000+ lives

OUTPUT

Financial Capital

Net revenue:

₹ 2,52,056.39 Lakhs

EBITDA:

₹ 18,403.92 Lakhs

PAT:

₹ 32.89 Lakhs

ROCE:

2.9%

Manufactured Capital

Capacity utilisation in decorative laminate:

83%

Intellectual Capital

5+

new products launched in diverse segments.

Natural Capital

75%

of total energy derived from non-fossil fuel sources

Estimated:

969,400 KL

water recharges/offset through watershed management initiatives

VALUE CREATION FOR STAKEHOLDERS

Customers

Delivering innovative surface solutions, design flexibility, durability, and after-sales service to enhance satisfaction and loyalty.

Investors

Ensuring sustainable financial performance, good governance, and long-term value appreciation through prudent capital deployment and transparency.

Employees

Creating a collaborative and inclusive environment that empowers talent development and individual growth.

Supplier Partners

Fostering ethical, long-term partnerships, on-time payments, technical knowledge-sharing, and continuous engagement.

Communities

Focussing on education, skill development, sanitation, water security, women's empowerment, and health - enhancing quality of life through sustainable social impact programmes.

OUR ECO-VISION

Creating Value in Harmony with Nature

Merino's Eco-Vision is to create enduring value through responsible production and consumption, in harmony with nature's regenerative power.

Guided by our mission of **"Universal Weal through Trade & Industry"**, we view industry not merely as a creator of wealth, but as a force for balanced and responsible development that benefits all stakeholders without compromising ecological well-being.

Energy Plant & WESP, Hapur

THE NIRMAL PHILOSOPHY

Sustainability Embedded into Every Action

The NIRMAL Programme is Merino's integrated sustainability framework designed to create enduring environmental, social, and economic value. Anchored in the principles of:

Economy | Excellence | Ethics

The programme drives a holistic and multidimensional transformation across the organisation through focused action on:

Energy | Air | Water

Soil | Waste

Inspired by the philosophy of the Panchamahabhuta—the five fundamental elements of nature: Prithvi (Earth), Apas (Water), Agni (Fire), Vayu (Air), and Akasha (Ether/Space)—Merino's Nirmal Programme integrates sustainability into every aspect of its operations. The programme focuses on conserving and restoring soil, practising responsible water stewardship, transitioning to renewable energy, reducing air emissions, and embracing the principles of a circular economy to minimise waste and create long-term sustainable value.

KEY SUSTAINABILITY OBJECTIVES

- Reduce dependency on fossil fuels
- Improve operational eco-efficiency across energy, water, and waste management
- Expand agroforestry and ecological restoration initiatives
- Align with global sustainability standards and certifications
- Strengthen circular economy practices
- Collaborate with academia, government, and research institutions
- Drive positive social and climate impact through community engagement

CLEAN ENERGY. LOWER CARBON FOOTPRINT.

Merino continues to strengthen its transition towards renewable and indigenous energy sources through biomass, solar, wind, and waste-to-energy systems

- Around **1.56 Million** Gigajoules of thermal energy are harnessed annually from biomass and process wastes, out of a total requirement of **1.84 Million GJ**, accounting for around 85%
- This helps to reduce around **197,722 tCO^2** GHG emissions under Scope 1
- Cumulatively, around **29 MWp** of renewable solar and wind power has been installed for group captive power generation under CAPEX and OPEX models for various factory facilities to reduce dependence on grid electricity, which could supply around 56 Million units of electrical energy against a total demand of around **88 Million** units for all factory operations
- This would further mitigate around **46,000 tCO2** GHG emissions under Scope 2 on electricity sourced from the grids of various state electricity boards.


Workstation - Motinagar Delhi

WATER POSITIVE APPROACH

Conserving Every Drop Responsibly

Merino follows a comprehensive 5R Water Strategy:

The Company continues to invest in water conservation, recycling, groundwater recharge, and watershed management initiatives across operations.

- **969,400+ KL** of annual groundwater recharge capacity created through rainwater harvesting
- **168,990+ KL** of water reused annually in manufacturing processes passed through in-house recycling facilities
- Cumulative groundwater recharge and replenishment capacity through water ponds and rainwater harvesting (RWH) systems is approximately **2× Merino's** annual freshwater withdrawal of around **500,000 KL** from groundwater and river sources.

OUR ECO-VISION

AGROFORESTRY & SOIL MANAGEMENT

Restoring Ecology Through Community Partnerships

Merino actively promotes agroforestry, sustainable agriculture, biodiversity restoration, and soil enrichment through partnerships with farming communities.

KEY INITIATIVES

- Organic manure and bio-compost promotion
- Climate-resilient plantation drives
- Miyawaki afforestation at manufacturing locations
- In-house tissue culture and nursery infrastructure
- Sustainable agriculture extension support for farmers

- **10 Million+** saplings planted annually
- **30 Million+** saplings supported across **7,500** hectares of farmland

Steam generator from Co-gen plant - Hapur

CIRCULAR ECONOMY IN ACTION

Merino continues to strengthen resource efficiency through integrated circular manufacturing practices that convert process waste into value-added applications.

INITIATIVES INCLUDE

- Waste-to-energy systems across facilities
- Bio-compost generation from organic waste
- Brick and tile manufacturing using boiler ash
- Biogas generation from slurry and organic waste
- Collaboration with academic institutions for circular innovations

- **351 MT** bio-compost generated annually
- VNIT collaboration for circular innovation initiatives
- Extensive recycling and composting programmes across facilities

ALIGNED WITH GLOBAL GOALS

Merino's sustainability journey is aligned with 16 out of the 17 UN Sustainable Development Goals (SDGs), reflecting the Company's commitment to creating long-term environmental, social, and economic value through responsible industrial growth.

Green Campus of MIL Rohad

ENVIRONMENTAL ENDEAVOURS

Advancing Responsible Resource Stewardship

At Merino, environmental responsibility is deeply embedded into the way we manufacture, innovate, and grow. Guided by the NIRMAL philosophy and our commitment to responsible production and consumption, we continue to strengthen an integrated sustainability framework focused on Energy, Air, Water, Soil, and Waste. Through cleaner energy adoption, circular economy initiatives, agroforestry, water stewardship, and emissions mitigation, we remain committed to building long-term environmental resilience while creating sustainable stakeholder value.

Clean & Renewable Energy Transition:

Merino continues to reduce dependency on fossil fuels through biomass, solar, wind, and waste-to-energy systems. Today, over 84% of the Company's thermal energy requirements are met through non-fossil fuel sources, including biomass-fired boilers, captive renewable power systems, and energy recovery from process waste. The Group harnesses nearly one million GJ of energy annually from biomass, significantly reducing carbon footprint and GHG emissions.

Agroforestry & Soil Enrichment:

Through extensive agroforestry and sustainable agriculture initiatives, Merino actively supports ecological restoration and climate resilience. Over 10 million microclimate-resilient saplings are planted annually, while more than 30.55 million saplings support agroforestry and farm forestry across approximately 7,500 hectares of farmers' land. The Company also promotes organic manure usage, bio-composting, vermicomposting, and Miyawaki afforestation to strengthen biodiversity and soil health.

Circular Economy & Waste Management:

Circularity remains central to Merino's environmental strategy. The Company continues to transform waste streams into value-added applications through integrated waste-to-energy systems, composting initiatives, and academic collaborations for circular innovation. Boiler ash is repurposed into bricks and tiles, potato waste is converted into compost, and organic waste is processed through patented bio-conversion systems. Merino also generated approximately 351 MT of bio-compost annually through circular waste management initiatives.

Water Stewardship & Conservation:

Merino follows a comprehensive 5R approach – Reduce, Recycle, Reuse, Replenish, and Restore – to strengthen responsible water management across operations. The Company has established rainwater harvesting systems with a groundwater recharge capacity of over 969,400 KL, while more than 168,990 KL of water is reused annually in manufacturing operations. Merino continues to progress towards its long-term goal of achieving 90% water neutrality by 2030.

Air Quality & Emissions Mitigation:

Merino continues to strengthen its air emissions mitigation initiatives through advanced Air Pollution Control Measures (APCM), biogas energy systems, and focused reduction of super pollutants such as black carbon and methane precursors. During the year, approximately 206,199 MT of CO_2-equivalent emissions were mitigated through the use of biogenic fuels in captive energy plants.

Merino's approach to sustainability is not transactional–it is transformational. Every unit of renewable energy generated, every litre of water conserved, every sapling planted, and every waste stream recycled reflects our larger commitment to creating a cleaner, more responsible, and more sustainable future for generations to come.

OUR PEOPLE PURSUITS

At Merino, people remain the driving force behind our growth, innovation, and resilience. We believe that building a future-ready organisation begins with creating an inclusive, safe, and empowering workplace where individuals are encouraged to learn, contribute, and grow. Guided by our values of Economy, Excellence, and Ethics, we continue to strengthen a people-centric culture rooted in capability development, safety, recognition, inclusion, and shared purpose. During FY2025-26, the Company undertook a number of initiatives to enhance its people strength:

National Safety Week 2026

Talent Acquisition:

- The organisation expanded its global talent footprint by onboarding professionals across South Africa, Mexico, Germany, Indonesia, Nepal, Peru, Philippines, and Russia. This diverse international talent pool has enhanced market reach, strengthened customer engagement, and supported the Company's ambition to further expand its presence across key global markets.

- The domestic sales structure was strengthened by creating a dedicated Key Account Management (KAM) and Specification team to nurture relationships and engage with key customers across India. Additionally, to focus on project sales in high-potential and strategically important markets, exclusive teams were strengthened at branch levels.

Early Talent Capability Building:

- **Merino Sales Trainee Programme:** Our Sales Trainee Programme entered its third year. Trainees who joined in the first two batches have been performing well in frontline sales roles in various branches, and the third batch joined us in Aug'2025. This programme is designed to provide a comprehensive development journey for early-career Sales professionals who have been hired from management schools spread across India. The initiative combines classroom learning, plant visits, practical modules, field immersion, and on-the-job assignments to build commercial acumen and customer-centric selling capabilities.

- **Graduate & Diploma Engineer Trainee (GET/DET) Program:** Recognising the importance of building technical capability at our manufacturing facilities, we implemented a structured development programme for Graduate Engineer Trainees (GETs) and Diploma Engineer Trainees (DETs). The programme provided a balanced blend of technical, operational, behavioural, and safety learning through cross-functional exposure and guided experiential learning.

- **Merino Management Trainee Program:** In order to strengthen enabling functions like Human Resources, Supply Chain and Marketing, this year we initiated a Management Trainee program and selected young talent in support functions from campuses like IIM-Ranchi, BIM-Tech and Gati Shakti. They will be onboarded in Q1-FY27.

Digitisation: Travel & Expense Management

- **Smart Travel. Smart Spending. Smart Governance:** Merino achieved another milestone in its Digitisation Pillar in FY25-26 targeting value generation from a scalable and integrated online Travel & Expense Management system – going paperless with end-to-end automation, easy adoption and enhanced compliance & control. We have partnered with a leading name in this field, and the solution has been live since Sep'2025 for domestic and Jan'26 for international travel.

Talent Management:

Our Talent Management framework continues to focus on identifying, nurturing, and retaining high-potential employees (Hi-Pos) who demonstrate capability to take on larger responsibilities and drive future business growth. Through a structured process of talent assessment, leadership inputs and mentoring, we continue to build a robust pipeline for the organisation. We have now identified Hi-Pos in sales, manufacturing and support functions who are being considered for higher job responsibilities as and when they arise and are also retained through performance management and tailored compensation structure.

National Safety Week

OUR PEOPLE PURSUITS

Learning & Development (L&D):

Building organisational capability through continuous learning remains a strategic priority. Our Learning & Development initiatives are designed to equip employees with the knowledge, skills, and competencies required to excel in their roles and contribute to the Company's long-term growth.

- **Revamped Central Induction Programme:** We redesigned our Onboarding and Induction Programme to deliver a more engaging and immersive onboarding experience for new hires across pan-India. The revamped three-day central programme enables employees to build a strong understanding of the Company's heritage, culture, values, products, manufacturing capabilities, quality standards, business processes, and customer-centric approach.

- **Residential Product Training Programme:** To strengthen product knowledge and customer engagement capabilities, we conducted an intensive residential product training programme for customer-facing employees at our state-of-the-art manufacturing facility at Hapur. The programme combined classroom learning with practical demonstrations, application-based learning, and plant visits, enabling participants to gain deeper technical understanding of product features, manufacturing processes, quality differentiators, and value propositions.

- **Performance Management (PMS) Workshops:** To reinforce a high-performance culture, dedicated workshops were conducted for People Managers on the Performance Management System. The sessions focused on objective goal setting, continuous performance conversations, giving constructive feedback, performance calibration, and fair evaluation practices. The workshops strengthened managerial capability to drive performance excellence while fostering employee growth and engagement.

- **Compliance Learning:** Building awareness and reinforcing ethical workplace practices remained a key priority. Mandatory compliance programmes, including Prevention of Sexual Harassment (POSH), Code of Conduct, Information & Cyber Security and other statutory learning interventions, were delivered across the organisation. These initiatives strengthened awareness, ensured regulatory compliance, and promoted a safe, respectful, and inclusive work environment.

- **21,133** Total Training Manhours
- **3,490** Participants Coverage
- **2,642** Training Man-days

Session on Lifestyle Disease

Employee Engagement:

During the year, we organised a series of employee engagement initiatives that strengthened workplace engagement, reinforced our organisational values, and nurtured a vibrant culture of collaboration and belonging. Employees enthusiastically participated in celebrations of key national, cultural, and organisational milestones, including Environment Day, Independence Day, Diwali Celebration, New Year Celebrations, Annual Sports Day, and Holi festivities. These initiatives provided opportunities for cross-functional interaction, team bonding, and collective celebration while enhancing employee morale and fostering a strong sense of community.

Activities such as birthday celebrations, Zumba sessions, World Yoga Day programmes, internal talent showcases, health awareness sessions, Engineers' Day celebrations, Rangoli competitions, Garba festivities and Sports Month brought employees together across locations. With participation from hundreds of employees and significant engagement hours invested throughout the year, these initiatives reinforced camaraderie, well-being, collaboration, and a strong sense of belonging across the organisation.

Diwali Celebration


Sports Month


Engineers' Day Celebration


Women's Day Celebration

Employee Well-being:

- **Annual Health Check-Up Camps:** Employee well-being continued to be a key priority as part of our commitment to building a healthy and productive workforce. Comprehensive and free annual health check-up camps were organised to encourage preventive healthcare and promote employee wellness.

- **Tie-up with Pathology Lab:** To further enhance healthcare accessibility, the Company established tie-ups with reputed pathological laboratories across India, enabling employees and their families to avail quality diagnostic services at discounted rates.

- **Preventive Health Packages:** Merino also tied up with a reputed hospital chain in order to facilitate employees and their family members to undergo detailed full body comprehensive preventive health check-ups at preferential rates.


Annual Health Check-Up Camp


World Yoga Day


Zumba Activity

Reward & Recognition:

Recognising and celebrating employee contributions is an integral part of our performance-driven culture. Our structured Reward & Recognition framework acknowledges excellence, encourages high performance, and reinforces behaviours aligned with our organisational values. Key recognition initiatives during the year included:

- Merino Star of the Month, recognising individuals who consistently demonstrated Merino values through their performance and commitment.
- Quarterly Achievers Awards, celebrating outstanding business and functional contributions across teams.
- Quarterly Debutant Award, to recognise new hires who learn quickly, align with company culture, and make early contributions.
- Long Service Awards, honouring employees for their unwavering dedication, loyalty, and valuable contributions over the years.

Long Service Awards

These recognition programmes not only celebrated individual and team achievements but also inspired a culture of excellence, ownership, and continuous improvement across the organisation.

EMPLOYEE SPEAK

Rituraj Kaushik

Deputy General Manager – Finance

"Merino's culture of ethics, integrity, and transparency empowers people to take initiative, embrace challenges, and keep learning. The trust and guidance I have received have helped me grow both personally and professionally, making every day a rewarding experience."

Jameel Shaikh

Regional Sales Manager

"Nineteen years at Merino have taught me that trust is our greatest strength. From carrying samples to leading an entire region, the journey has been one of learning, customer relationships, and pride in representing a brand known for quality and innovation."

Ritika Belwal

Manager – Customer Relationship Management

"For me, Merino is more than a workplace–it is part of my life story. Over the past 12 years, the organisation has supported my professional growth while helping me balance the equally important journey of motherhood with confidence."

Arti Arora

Assistant Manager – LPL Sales Support

"A decade at Merino has given me far more than a career–it has given me opportunities to grow, learn, and belong. Here, challenges become opportunities, colleagues become family, and every year brings new reasons to stay and contribute."

Vijayanandan Mahadevan

Deputy General Manager – Operations

“Merino has given me the freedom to innovate, the guidance to solve challenges, and the opportunity to keep learning. A culture built on ethics, respect, and continuous improvement inspires me to perform better every day.”

Gunjan Arora

Deputy Manager – Sales Support IB

“Merino has encouraged me to learn, grow, and take on new challenges with confidence. The collaborative culture, supportive leadership, and opportunities for advancement have made my journey from Executive to Deputy Manager both fulfilling and rewarding.”

Swarnamoyee Biswas

Executive – Sales Support EXIM

“In just two years at Merino, I have gained valuable learning opportunities in a positive and supportive work environment. I’m proud to be part of the organisation and look forward to growing alongside it in the years ahead.”

Anil Kumar

Operator – Production

“Working at Merino has given me confidence, stability, and opportunities to grow. The supportive environment, helpful colleagues, and positive workplace culture motivate me to give my best every day and contribute to the Company’s success.”

Dhananjaya

South RHR

“Over the past seven years, Merino has given me opportunities to learn, contribute, and grow in a culture built on trust, integrity, and collaboration. The accessibility of our leadership, the freedom to share ideas, and a merit-driven environment make Merino a place where people are empowered to perform at their best. I’m proud to be part of an organisation that values both excellence and its people.”

CORPORATE SOCIAL RESPONSIBILITY
CREATING SHARED VALUE

At Merino, Corporate Social Responsibility is rooted in the belief that sustainable growth must create meaningful and lasting impact beyond business. Guided by our philosophy of "Universal Weal through Trade & Industry", our CSR initiatives focus on empowering communities through education, healthcare, livelihood development, environmental stewardship, and social inclusion. Through long-term, need-based interventions, we continue to work towards building self-reliant, healthier, and more resilient communities.

Education & Holistic Learning:

Education continues to remain a key pillar of Merino's social outreach initiatives. Through institutions such as Swami Vivekananda Arunoday Vidyalay (SVAV) in Hapur, the Company supports access to quality education, holistic learning, and student development. The school currently serves 215 students, while scholarship programmes such as Yogakshema continue to support students in pursuing higher education. Merino also promotes value-based learning, teacher development, and inclusive educational opportunities. During the year, educational support initiatives were extended to local communities, including the distribution of school uniforms to students at Vadadala Primary School, reinforcing our commitment to enabling better learning environments.

Healthcare & Well-being:

Merino continues to strengthen healthcare accessibility through initiatives led by the Shri Premchand Lohia Health Centre (SPLHC) in Hapur. The healthcare initiatives focus on tuberculosis eradication, outpatient medical services, preventive healthcare, and Ayurvedic treatment support. During the year, thousands of beneficiaries continued to receive healthcare support through these programmes, improving health outcomes and quality of life within surrounding communities.

Livelihoods & Community Empowerment:

The Company actively supports community development through skill enhancement, livelihood generation, and women's empowerment initiatives. Self-help groups, vocational training programmes, tailoring support, and capacity-building initiatives continue to strengthen self-reliance and economic participation within local communities.

Agroforestry & Sustainable Farming:

Merino's CSR approach also integrates environmental and rural development objectives through agroforestry and sustainable agriculture initiatives. The Company supports farmers through plantation drives, climate-resilient saplings, soil enrichment initiatives, agri-extension services, and sustainable farming practices aimed at improving ecological balance and long-term rural livelihoods.

Creating Long-Term Social Impact:

Merino's social responsibility initiatives are guided by the belief that meaningful change is created through continuity, compassion, and collaboration. By integrating education, healthcare, sustainability, and livelihood support into a cohesive social impact framework, the Company continues to create shared value for communities while strengthening its commitment to inclusive and responsible growth.

Our CSR philosophy goes beyond support—it is about enabling dignity, opportunity, participation, and long-term transformation. As we move forward, we remain committed to building stronger communities through purposeful action, empathy, and sustainable development.

Skill Training at Smt. Kasturi Bai Memorial Stitching Center

SUSTAINABILITY AWARDS & RECOGNITION

Merino Industries Partners with GreenLine

GreenLine Logistics Partnership

Decarbonising the Supply Chain | Industry-First for the Laminate & Wood Panel Sector

Merino Industries has partnered with GreenLine to pioneer green logistics in the laminate and wood panel industry. As part of its Scope 3 emissions reduction strategy, Merino is integrating GreenLine's LNG-powered trucks into its logistics operations – an industry first for the segment. This collaboration underscores Merino's commitment to decarbonising its value chain, reducing transport-linked carbon intensity, and embedding sustainability across its supply chain and operations.

GreenPro Board and Panels 2025

Furniture Award 2025

Laminates Award 2025

GreenPro Certification

Laminates, Panels & Furniture
Indian Green Building Council (IGBC) and CII

The CII-backed Indian Green Building Council (IGBC) has awarded GreenPro Certification to all products manufactured at Merino's facilities in Hapur (Uttar Pradesh), Rohad (Haryana), Hosur (Tamil Nadu), Halol, and Dahej (Gujarat). GreenPro is a comprehensive eco-label that evaluates products across their entire life cycle – encompassing sustainable design, responsible raw material sourcing, resource-efficient manufacturing, energy performance, and end-of-life recyclability. The certification reaffirms Merino's commitment to developing environmentally responsible products that contribute to green buildings and a circular economy.

Prithvi Award 2025

Prithvi Award

ESG Leadership Excellence
Third Consecutive Recognition
ESG Global Conference, New Delhi

Merino Industries received the Prithvi Award 2025 for the third time, honouring exemplary leadership in Environmental, Social and Governance (ESG) practices and responsible business conduct.

Indian Green Energy Award 2025

Indian Green Energy Award

Biomass Energy Producer
Indian Federation of Green Energy (IFGE)
New Delhi

Merino is conferred the Biomass Energy Producer Award at the 5th Indian Green Energy Awards, presented by IFGE with support from India's Ministry of Environment, Forest and Climate Change (MoEFCC). The honour recognises Merino's landmark achievement of sourcing 100% of the thermal energy requirements of its three major manufacturing units through renewable biomass – significantly reducing fossil fuel dependence and cutting greenhouse gas emissions.

Renewable Energy Champion Award 2025

Renewable Energy Champion Award 2025

Large Manufacturing
Confederation of Indian Industry (CII)

Merino is recognised by the Confederation of Indian Industry (CII) as the Renewable Energy Champion in the Large Manufacturing category in North India. The award acknowledges Merino's strategic energy transition from conventional grid power to captive solar and solar-wind hybrid sources – accelerating industrial decarbonisation, reducing carbon intensity, and reinforcing its long-term commitment to clean and sustainable manufacturing.

> These recognitions reflect Merino's unwavering commitment to the ***NIRMAL*** Sustainability Framework – driving responsible growth for people, planet, and prosperity.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman Emeritus
Shri Rup Chand Lohia

Chairman & Managing Director
Shri Prakash Lohia

Directors

Shri Prabal Kumar Sarkar
– Independent Director

Shri Bama Prasad Mukhopadhyay
– Independent Director

Shri K. T. Prasad
– Non-Executive Director

Shri Prasan Lohia
– Whole Time Director

Miss Ruchira Lohia
– Whole Time Director

Shri Bikash Lohia
– Whole Time Director

Shri Manoj Lohia
– Whole Time Director

Shri Deepak Lohia
– Whole Time Director

Shri Madhusudan Lohia
– Whole Time Director

Shri Nripen Kumar Dugar
– Whole Time Director

Shri Anil Jajoo
– Whole Time Director

CHIEF FINANCIAL OFFICER

Shri Sachin Selot

COMPANY SECRETARY

Shri Bala Ji

AUDIT COMMITTEE

Prabal Kumar Sarkar
– Chairman

Shri Bama Prasad Mukhopadhyay
– Member

Shri Prakash Lohia
– Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri Bama Prasad Mukhopadhyay
– Chairman

Shri Prakash Lohia
– Member

NOMINATION AND REMUNERATION COMMITTEE

Shri K. T. Prasad
– Chairman

Shri Prabal Kumar Sarkar
– Member

Shri Bama Prasad Mukhopadhyay
– Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Prakash Lohia
– Chairman

Shri Bama Prasad Mukhopadhyay
– Member

Shri Anil Jajoo
– Member

REGISTERED OFFICE

5, Alexandra Court,
60/1, Chowringhee Road,
Kolkata-700 020

Phone: 2290-1214,
Fax: 91-33-2287-0314,
E-mail: balaji@merinoindia.com
Website: www.merinogroup.com

Plants

Delhi-Hapur Road, Vill. Achheja,
P.O. Hapur-245 101, Dist. Hapur
Uttar Pradesh

Delhi-Rohtak Road, Vill. &
P.O. Rohad-124 501,
Dist. Jhajjar, Haryana

Bagalur Road, Vill. Kalahasthipuram,
Hosur-635 103, Dist. Krishnagiri
Tamil Nadu

Plot No. 724+725 GIDC Maswad,
Phase-II, Halol-389350,
Gujarat

Dahej Plant, Plot No. D-2/CH/36,
Dahej II Industrial Estate,
Vadadla-392 130, Gujarat

Branches

Ahmedabad, Bangalore, Chandigarh
Ludhiana, Chennai, Coimbatore, Delhi,
Ernakulam, Hyderabad, Jaipur, Mumbai,
Nagpur, Pune

AUDITORS

Walker Chandiok & Co. LLP,
Chartered Accountants

COST AUDITORS

M/s Chandra Wadhwa & Co.,
Cost Accountants

INTERNAL AUDITORS

M/s. Protiviti
M/s AMP & Co., Chartered
Accountants

SECRETARIAL AUDITORS

M/s D K Chawla & Co.,
Company Secretaries

BANKS

ICICI Bank Limited

AXIS Bank Limited

Kotak Mahindra Bank Limited

Punjab National Bank

The Hongkong and Shanghai Banking
Corporation Limited

DBS Bank Limited

CITI Bank N.A.

REGISTRARS & SHARE TRANSFER AGENTS

MUFG Intime India Private
Limited (Earlier known as M/s C B
Management Services
(P) Limited)
Rasoi Court 5th Floor, 20,
Sir R N Mukherjee Road,
Kolkata–700 001

Phone Nos.: (033) 4011
6700, 2280 6692 – 94
Fax: (033) 2287 0263;
Email: madhusudan.sen@in.mpms.
mufg.com

BOARD'S REPORT

Board's Report

To
The Members,
Merino Industries Limited

Your directors have pleasure in presenting the Sixty-first Annual Report on the business and operations of the company together with the audited financial statements for the year ended 31st March 2026.

FINANCIAL HIGHLIGHTS

The financial highlights of your Company for the financial year ended 31st March, 2026 are as under:

(Amount in ₹ Lakhs)

Particulars	31st March, 2026	31st March, 2025
Revenue from Operations	2,52,056.39	2,30,138.71
Other Income	4,055.54	5,359.17
Total Revenue	**2,56,111.93**	**2,35,497.88**
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense (EBIDTA)	18,403.92	15,909.33
Less: Depreciation/ Amortisation/ Impairment	(12,727.33)	(12,807.43)
Profit before Finance Costs, Exceptional items and Tax Expense	5,676.59	3,101.90
Less: Finance Costs	(5,504.34)	(5,787.43)
Profit before Tax Expense	172.25	(2,685.53)
Less: Tax Expense (Current & Deferred)	139.36	1,953.24
Profit after Tax Expenses for the year (1)	**32.89**	**(732.29)**
Total other comprehensive income	**203.72**	**956.57**
Total Comprehensive Income for the year	**236.61**	**224.28**

STATE OF COMPANY'S AFFAIRS, SEGMENT-WISE PERFORMANCE AND FUTURE OUTLOOK

During the financial year under review, the Company recorded a total revenue of **₹2,52,056.39 Lakhs**, as compared to **₹2,30,138.71 Lakhs** in the previous financial year, reflecting a growth of 9.52% in revenue performance.

The Company reported a **profit before tax of ₹172.25 Lakhs** during the year, as against a **loss before tax of ₹2,685.53 Lakhs** in the previous year, demonstrating a significant improvement in its operational and financial performance.

Further, the Company achieved a **net profit of ₹32.89 Lakhs**, compared to a **loss of ₹732.29 Lakhs** in the preceding financial year, indicating a turnaround in profitability during the year under review.

Your Company operates mainly in the following segments, namely, manufacturing of Laminates, Panel Products, Furniture and Potato Flakes. Though business activities of your company also involve trading in similar and allied products with the laminates segment being the most dominant one, both in terms of profit and revenue. During the year, your company successfully commissioned the Halol plant to manufacture the Particle Board which will support panel product division. The set up of new plant involved capitalization and associated expenses. The plant is expected to scale up to the appropriate levels to drive a profitable growth in future.

The Directors and Management of your Company expect steady growth and progressive results in the coming years.

DIVIDEND AND RESERVES

Your company has a trend of declaring dividend on regular basis. Continuing with the trend and after considering the financial performance of the company, the Directors have recommended for declaration of dividend of 10% (₹1/- per equity share) on June 30th, 2026. The dividend shall be payable post shareholders' approval at the 61st Annual General Meeting.

As on 31st March, 2026, ₹14,638.06/- Lakhs has been standing to the credit of general reserve of the Company.

CHANGE IN THE NATURE OF BUSINESS

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

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The unclaimed and unpaid interim dividend amounting to ₹226,685 relating to the financial year 2018-2019 was due for transfer on 21.10.2025 to the Investor Education and Protection Fund established by the Central Government. This was transferred on 12.11.2025 on finalization of the mode of payment/deposit.

Further, the unclaimed and unpaid dividend relating to financial year 2019-20 is due for transfer to the Investor Education and Protection Fund established by the Central Government.

SHARE CAPITAL

During the financial year under review, there was no change in the authorised equity share capital and paid-up equity share capital of the Company. The authorised equity share capital as on 31st March, 2026 stood at ₹1,975.00 Lakh and the paid-up share capital as on 31st March, 2026 stood at ₹1,127.94 Lakh. During the year under review the Company neither issued any share with differential voting rights nor granted any stock option or sweat equity.

SUBSIDIARY, ASSOCIATE OR JOINT VENTURES

There were no subsidiary companies of the company as on 31st March, 2026.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

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

MATERIAL CHANGES AND COMMITMENTS

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

ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at https://merinogroup.com/investor/financials.

NUMBER OF BOARD MEETINGS

During the year under review, four (4) meetings of the Board of Directors of the Company were held as per below mentioned details:

Date of Board Meeting	Directors eligible to attend	Directors present
30.06.2025	12	11
26.09.2025*	12	05
11.12.2025	12	09
24.03.2026	12	09

*The meeting held on 26.09.2025 was adjourned and reconvened on 30.09.2025, wherein 9 directors attended the adjourned meeting. The adjourned meeting has been considered as continuation of the original meeting and accordingly treated as one Board Meeting for reporting purposes.

The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013. Details of Board Meeting attended by each Director are as under:

MERINO INDUSTRIES LIMITED					
S. No.	DIN	Name of Director	Eligible to Attend	Attended	Attendance at Previous AGM
1	00063290	Shri Rupchand Lohia*	NA	1	Yes
2	00063274	Shri Prakash Lohia	4	4	Yes
3	00154027	Shri Deepak Lohia	4	2	Yes
4	00154013	Shri Bikash Lohia	4	4	Yes
5	00127775	Shri Manoj Lohia	4	1	Yes
6	00127797	Ms. Ruchira Lohia	4	1	Yes
7	00063278	Shri Madhusudan Lohia	4	2	Yes
8	00061111	Shri Prasan Lohia	4	3	Yes
9	03124712	Shri Prabal Kumar Sarkar	4	4	Yes
10	08199055	Shri Bama Prasad Mukhopadhyay	4	4	Yes
11	02539556	Shri K.T. Prasad	4	3	Yes
12	00127790	Shri Nripen Kumar Dugar	4	3	Yes
13	00063284	Shri Anil Jajoo	4	3	Yes

**Shri Rup Chand Lohia holds the position of Chairman Emeritus and hence eligibility to attend the meeting is not required as per Companies Act, 2013. Further he has attended one adjourned meeting held on 30th September, 2025 which was originally convened on 26th September, 2025.*

Further the Independent directors of the company have conducted one meeting among themselves to evaluate the performance of the board and directors of the company as on 31st March, 2026.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY

During the year, the company has advanced Loans or made Investments or given any guarantee or provided any security, were within the prescribed limits covered under the provisions of Section 186 of the Companies Act, 2013.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes affecting the financial position of the Company occurring between the end of the financial year to which these financial statements relate and the date of this report, nor any significant or material orders were passed by regulators or authorities impacting the going concern status and the Company's operations in future.

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

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and

Outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 1** and is attached to this report.

RISK MANAGEMENT SYSTEM

The management of the company inherits managing the business risk and considers this as an integral part of the company's operating agenda.

The company's approach towards addressing business risks is comprehensive and includes performance review of all business segments and processes covering procurement, manufacturing, sales & distribution and other support functions at periodic intervals.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on 30th June, 2025 and upon approval of the shareholders in 60th Annual General Meeting, approved the re-appointment of the following Directors who shall be liable to retire by rotation and thereafter reappointed.

S. No	DIN No.	Name of Director	Designation	Tenure	Effective From
1	00061111	Shri Prasan Lohia	Whole Time Director	3 Years	01st October, 2025
2	00127797	Ms. Ruchira Lohia	Whole Time Director	3 Years	01st April, 2026
3	00063274	Shri Prakash Lohia	Chairman and Managing Director	3 Years	01st March, 2026
4	00063284	Shri Anil Jajoo	Whole Time Director	3 Years	23rd February, 2026
5	02539556	Shri K T Prasad	Non-Executive Director	3 Years	17th August, 2025

Further the Board of Directors at its meeting held on 30th June, 2026, subject to approval of the shareholders in 61st Annual General Meeting, approved the re-appointment of the following Directors who are liable to retire by rotation. The members of the company at the 61st Annual General Meeting shall approve the re-appointment of following directors:

S. No	DIN No.	Name of Director	Designation	Tenure	Effective From
1.	00127775	Shri Manoj Lohia	Whole Time Director	3 Years	01st December, 2026
2.	00154027	Shri Deepak Lohia	Whole Time Director	3 Years	01st December, 2026

*Shri Nripen Kumar Dugar shall be liable to retire by rotation and further eligible for re-appointment.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company maintains apposite system of internal financial controls for ensuring adequacy and operating effectiveness of financial controls in the Company. It also ensures safeguard of assets, particularly fixed assets, prevention and detection of frauds and errors and also ensures accuracy, completeness and timely preparation of the accounting records. Your Company has developed Entity Level Controls as well as Process Level Controls framework for monitoring of overall control indicators for Merino Group.

Internal Financial controls are monitored continuously to identify control gaps and initiation of remedial actions for mitigation of the gaps so identified by the management.

DEPOSITS

Your Company has neither accepted nor renewed any deposits during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS

During the FY 2025-26, Shri Prabal Kumar Sarkar (DIN: 03124712), and Shri Bama Prasad Mukhopadhyay (DIN 08199055), Independent Directors of the Company have submitted declarations of their independence to the Board regarding their fulfilment of all the requirements as stipulated in Section 149(6) of the Act and the relevant rules.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors

M/s Walker Chandiok & Co LLP, Chartered Accountants (FRN 001076N/N500013) was appointed as the Statutory Auditor of the Company at the 57th AGM. They have audited the financial statements of the company for the Financial Year 2025-26. The observations of Statutory Auditors in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require further explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules framed thereunder, the Board appointed M/s. D. K. Chawla & Co., a firm of Company Secretaries in Practice, having their office at Delhi/NCR, to conduct the secretarial audit of the Company. The secretarial audit report in prescribed Form MR 3 for the financial year 2025-26 is included as **Annexure 2** and forms an integral part of this report.

The secretarial audit report does not contain any qualification or observation or other remarks.

During FY 2025-26, the Secretarial Auditors has not reported any fraud committed against the company by its officers or employees, as required to be reported in terms of section 143(12) of the Act read with rules made there under.

Cost Auditors

In accordance with the requirements of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the

Board on recommendation of audit committee has approved the appointment of M/s Chandra Wadhwa & Co. Cost Accountants, as Cost Auditors for the financial year 2025-26. They have furnished a Certificate to the effect that their appointment is in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014. Further, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders, the Board recommends the same for approval by members at the ensuing AGM.

During the year under review, Cost Auditor has not reported any fraud committed against the Company by its officers or employees, as required to reported in terms of section 143(12) of the Act read with rules made there under.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility (CSR) activities undertaken by your Company can be broadly categorised into three areas, viz., Educational & Empowerment Programme, Healthcare & Holistic Living Programme and Activities under National Mission Programme.

Educational and Empowerment Programme include Education, Mid-day meal, Women empowerment. Under the Healthcare & Holistic Living Programme facilities are provided to the poor families.

Your Company has constituted the Corporate Social Responsibility ('CSR') Committee in terms of the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time). The composition of the said committee is provided below:

S. No.	Name of Member	Designation	Meetings eligible	Meetings attended
1	Shri Bama Prasad Mukhopadhyay	Independent Director, member of CSR Committee	1	1
2	Shri Prakash Lohia	Chairman & Managing Director, Chairman of CSR Committee	1	1
3	Shri Anil Jajoo	Director, member of CSR Committee	1	1

Shri Bala Ji being the Company Secretary of the company acts as the Secretary to the committee.

Your Company has in place a CSR Policy which lays down CSR activities to be undertaken by your Company. The CSR activities undertaken by your Company are based on the approved CSR policy and there has been no material change in the CSR Policy of the Company.

Further during the year under review CSR Committee has conducted one meeting which was held on 30th June, 2025.

Your Company has carried out CSR activities and spent the requisite amount as required by law through group managed registered trusts, authorised to carry out such activities as stipulated vide the provisions of Section 135 read with Schedule VII to the Act and the group CSR policy.

The CSR initiatives undertaken by your Company, along with other details for FY 2025-26 forms part of Annual Report on Corporate Social Responsibility as **Annexure – 3**.

AUDIT COMMITTEE

Your Company has an Audit Committee at the Board level with terms of reference specified by the Board and with the powers and the role that are in accordance with Section 177 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company has constituted the Audit Committee in terms of the provisions of section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time). The current audit committee members of the company are as under:

S. No.	Name of Member	Designation	Role
1	Shri Prabal Kumar Sarkar	Independent Director	Chairman
2	Shri Bama Prasad Mukhopadhyay	Independent Director	Member
3	Shri Prakash Lohia	Chairman and Managing Director	Member

Shri Bala Ji being the Company Secretary of the company acts as the Secretary to the committee.

The committee monitors various issues which include the accounting and financial reporting process of the Company, maintenance of adequate internal financial controls, audit of the Company's financial statements, the appointment, independence and performance of the statutory as well as the internal auditors. Upon invitation the Internal Auditors, Statutory Auditors of the company attend meetings of the Audit Committee.

The committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same, overseeing the performance of the internal auditors.

During the Financial year 2025-26, four meetings of the Audit Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Date of Audit Committee	Directors eligible	Directors present
30.06.2025	3	3
26.09.2025	3	3
11.12.2025	3	3
24.03.2026	3	3

*The meeting held on 26.09.2025 was adjourned and reconvened on 30.09.2025, wherein 3 members attended the adjourned meeting. The adjourned meeting has been considered as continuation of the original meeting and accordingly treated as one Audit Committee Meeting for reporting purposes.

S. No.	Name of Director	Meetings eligible	Meetings attended
1	Shri Prabal Kumar Sarkar	4	4
2	Shri Bama Prasad Mukhopadhyay	4	4
3	Shri Prakash Lohia	4	4

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has framed a policy which enshrines a framework in relation to remuneration of Directors and Key Managerial Personnel of the Company by laying down criteria, selection, evaluation and appointment of the same.

Your Company has a Nomination and Remuneration Committee in accordance with Section 178 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

As on 31st March, 2026, the Committee comprised of the following members:

S. No.	Name of Member	Designation	Role
1	Shri K T Prasad	Non-Executive Director	Chairman
2	Shri Bama Prasad Mukhopadhyay	Independent Director	Member
3	Shri Prabal Kumar Sarkar	Independent Director	Member

Shri Bala Ji being the Company Secretary of the company acts as the Secretary to the committee.

During the year under review, one meeting of the Nomination and Remuneration Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Date of Meeting	Directors eligible	Directors present
30.06.2025	3	3

S. No.	Name of Member	Meetings eligible	Meetings attended
1	Shri K T Prasad	1	1
2	Shri Bama Prasad Mukhopadhyay	1	1
3	Shri Prabal Kumar Sarkar	1	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Company has a Stakeholders Relationship Committee to oversee, monitor and approve transfer of securities and resolve grievances of the shareholders.

The Company has constituted the Stakeholders Relationship Committee in terms of the provisions of section 178 of the Companies Act, 2013. As on 31st March, 2026, the committee comprised of the following members:

S. No.	Name of Member	Designation	Role
1	Shri Bama Prasad Mukhopadhyay	Independent Director	Chairman
2	Shri Prakash Lohia	Chairman & Managing Director	Member

Shri Bala Ji being the Company Secretary of the Company acts as the Secretary to the Committee.

During the Financial year 2025-26, two meetings of the Stakeholders Relationship Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Details of Stakeholders Relationship Committee Meeting attended by each member are as under:

Date of Meeting	Directors eligible	Directors present
18.06.2025	2	2
26.02.2026	2	2

S. No.	Name of Member	Meetings eligible	Meetings attended
1	Shri Prakash Lohia	2	2
2	Shri Bama Prasad Mukhopadhyay	2	2

No grievance was reported to the Committee during the year under review.

VIGIL MECHANISM

As per provisions of Section 177 of the Act and Rules framed thereunder your Company has formulated and established a vigil mechanism to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

This policy is to establish the said mechanism for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and is displayed on your Company's website.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all contracts/arrangements/ transactions entered into by your Company with related parties under Section 188(1) of the act were in the ordinary course of business and on an arm's length basis.

Further there were no materially significant related party transactions as prescribed under Section 188(1) of the Companies Act, 2013, made by the Company with related parties. However, the transactions with related parties entered during the year under review, are disclosed in the **Note 52** of the Notes to the Financial Statements of your Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees, whether permanent, contractual, temporary and trainees are covered under this Policy.

The company has already in place the Internal Complaints Committee to inter-alia, prevent discrimination and sexual harassment against women at the Company's workplace ensuring support to the victimized and termination of harassment. The Committee recommends appropriate disciplinary action against the guilty party.

The status of complaints during the F.Y. 2025-26 is as under:

(a)	Number of complaints of sexual harassment received in the year	NIL
(b)	Number of complaints disposed off during the year;	NIL
(c)	Number of cases pending for more than ninety days	NIL

STATEMENT WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

During the year, the company has provided the benefits to its female employees which is in compliance with Maternity Benefits Act, 1961.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of Section 197 of the Act read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 a statement showing disclosures pertaining to Remuneration and other details of employees drawing remuneration in excess of the limits is furnished in **Annexure 4** forming part of the Directors' Report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

NIL

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

NIL

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with all the applicable Secretarial Standards (SS) issued by Institute of Companies Secretaries of India in terms of section 118(10) of the Companies Act, 2013.

AUDIT TRAIL APPLICABILITY

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company is using SAP as accounting software for maintaining its books of account, Darwin Box for maintaining salary master and Happay for recoding of employee reimbursement, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions, except in case of SAP which is hosted on cloud and is managed by a third-party service provider and the 'Independent Service Auditor's Report on the Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Control ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organisation) does not provide any information on availability of audit trail (edit logs) for any direct changes made at database level. Hence presence of audit trail at database level cannot be confirmed.

Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention is retaining the logs at the application and database level, as applicable.

RULE 9 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014

In accordance with Rule 9 of the Companies (Management and Administration) Rules 2014, the company secretary is designated for ensuring compliance with statutory obligations.

BOARD EVALUATION

During the year under review the requirement of formal annual evaluation of the performance of the Board, its Committees and of individual directors is not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

1. that in the preparation of the annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards were followed, and there had been no material departures;

2. that appropriate accounting policies were selected and applied consistently and judgments and estimates that are reasonable and prudent were made so as to give a true and fair view of the state of affairs as at 31st March, 2026 and of the profit of your Company for the financial year ended 31st March, 2026;

3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

4. that the annual accounts for the financial year ended 31st March, 2026 have been prepared on a going concern basis;

5. that the Directors have laid down Internal Financial Controls which were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

6. that 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.

APPRECIATION

Your Board acknowledges the support and co-operation received from all its stakeholders including our dear shareholders as well as regulatory authorities of the Central Government and all State Governments in India as they endeavor to create an enabling environment for industry and commerce to prosper.

Your Board feels honored to state that the brand "Merino" signifies excellence and reliability of products and services in Indian as well as overseas markets and place on record its sincere gratitude to all stakeholders for their continued association over the years towards the successful journey of the Company. Our employees are our biggest strength and gratefully acknowledge their contribution to the Company in achieving its objectives to serve our customers.

The Directors wish to place on record their appreciation to the Company's Shareholders, Business Associates, Bankers, Financial Institution and all Government Authorities for their co-operation and support. They sincerely acknowledge the significant contributions made by all the employees of the Company.

For and on behalf of the
Board of Directors of Merino Industries Limited

Prakash Lohia
Chairman & Managing Director
DIN: 00063274

Place: Hapur U.P
Date: 30.06.2026

ANNEXURE-1

Details of Energy & Water Conservation, and Technology Absorption for FY 2025-26

A. Energy Stewardship

A. Energy Conservation and Efficiency

During FY 2025-26, Merino Industries Limited implemented several initiatives to improve energy efficiency, reduce fossil fuel dependence and manage emissions. Key measures included:

- Increased utilisation of process waste for energy generation, reducing fuel consumption.
- Replacement and optimisation of motors, pumps, fans, chillers and dust collection systems, resulting in substantial electricity savings across Hapur, Halol and Rohad units.
- Upgradation of cooling, drying, resin manufacturing and effluent treatment systems through energy-efficient technologies and process improvements.
- Installation of Variable Frequency Drives (VFDs), advanced controls and insulation systems to reduce electricity and thermal energy consumption.
- Adoption of energy-efficient technologies, including partial automation, IE3 motors, fuel boosters and other conservation equipment across manufacturing facilities.

B. Water Stewardship

The Company undertook several initiatives to conserve water, improve recycling and enhance groundwater recharge:

- Upgraded condensate recovery systems to improve steam and water recovery efficiency.
- Expanded rainwater harvesting infrastructure, including rooftop collection systems, recharge pits and recharge wells, supporting annual groundwater replenishment of over 969,000 KL.
- Achieved specific water consumption of 0.48 against the target of 0.50 at Halol, conserving approximately 2,400 KL of water.
- Installed humidity-based controls and flash steam recovery systems to reduce steam and water consumption.
- Enhanced wastewater recycling through UF/RO systems and reuse of treated water in manufacturing operations.
- Reused process condensates, reactor distillates and treated ETP water, reducing freshwater withdrawal and promoting circular water use.

C. Capital Investment in Energy, Air Emission Control and Water Conservation

A total capital expenditure of 1,003.61 lakhs was made in FY 2025–26 towards:

- Energy conservation infrastructure.
- Air emission control systems.
- Water conservation projects.
- Utilization of process waste for energy generation and value creation.

D. Technology Absorption

The following technology upgrades and innovations were implemented during the year to improve process efficiency, localisation and sustainability:

- Replacement of VAM chillers with 100 TR Freon chillers (Hapur).
- ETP modernisation with VFD integration (Hapur).
- Commissioning of a new incinerator at Hapur Unit-2 for utilising wood chips and process waste for heat recovery.
- Substitution of imported steam peeler with an indigenous version in the potato flake unit (Hapur).
- Installation of VFDs on cooling pumps (Rohad).

- Use of polymer-based hydraulic seals in place of Chevron seals – Seal Craft make (Rohad).
- Replacement of metal-type limit switches with nylon-type for mould safety (Rohad).
- Development of domestic vendors for machinery components previously imported (Halol).
- Implementation of Operation excellence at the dryer (Dahej).
- Incinerator integration with for the TFH to use process waste (Dahej).
- Heat optimisation at dryers by installation of humidity sensors in dryer exhaust .
- New DD Saw machine for enhanced automation (Hapur).

E. Foreign Exchange Earnings and Outgo

(i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

The Company continues to maintain focus on, and avail, of export opportunities based on economic considerations.

(ii) Total foreign exchange used and earned (2025-26) **(₹ In Lakhs)**

Earnings:

Foreign Exchange earned (Actual Inflow) **71,917.67**

Outgo:

CIF Value of Imports

a)	Capital Item-Spare Parts	**754.45**
b)	General Consumables	**1,787.00**
c)	Raw Material	**43,296.79**
d)	Trading Items	**4,578.54**

Expenditure in foreign currency

a)	Commission	**1,850.10**
b)	Export Promotion	**496.90**
c)	Others	**209.41**
d)	Professional Charge	**100.17**
e)	Travelling	**328.48**
f)	Royalty/Fees and Subscription	**337.04**

ANNEXURE 2

To
The Members
Merino Industries Limited
5, Alexandra Court, 60/1,
Chowringhee Road, Kolkata,
West Bengal-700020

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records, labour and industrial laws records based on our audit.

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

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. 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 procedure on test basis.

5. 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 D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)
Authorized Signatory
M. No.: 33095
COP:15232
UDIN: A033095H000719011
P R Certificate: 2121/2022

Place: Delhi
Date: 30th June, 2026

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[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
Merino Industries Limited
5, Alexandra Court, 60/1,
Chowringhee Road, Kolkata,
West Bengal-700020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Merino Industries Limited** (CIN:U51909WB1965PLC026556) (hereinafter called the company) having registered office at **5, Alexandra Court,60/1, Chowringhee Road, Kolkata, West Bengal, India, 700020**. 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 books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:- **Not Applicable**

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **Not Applicable**

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not Applicable**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021:-**Not Applicable**

   (h) The Securities and Exchange Board of India (Buy back of securities) Regulations, 2018- **Not Applicable**

   (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Not Applicable**

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

   (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

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

We further report that

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

Adequate notice(s) were given to all directors to schedule the Board and Committee Meetings, agenda along with detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through are captured and recorded as a part of the minutes.

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

For D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)
Authorized Signatory
M. No.: 33095
COP:15232
UDIN: A033095H000719011
P R Certificate: 2121/2022

Place: Delhi
Date: 30th June, 2026

ANNEXURE-3

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR 2025-26

1.	Brief outline on CSR Policy of the company:	The Company's Corporate Social Responsibility (CSR) Policy is driven by its commitment to fostering a healthier, more informed, and inclusive society while promoting the responsible conservation of natural resources. As a socially responsible corporate entity, the Company recognizes its obligation to contribute meaningfully to the welfare of underprivileged and marginalized sections of society through sustainable and impactful initiatives. During the year, the Company focused its CSR efforts on advancing education, particularly for underprivileged students, with the objective of enhancing access to learning opportunities and empowering communities. The Company also supported adult education initiatives and contributed towards the provision of mid-day meals for students, thereby promoting educational participation, nutrition, and overall well-being.

2. Composition of CSR Committee:

S. No.	Name of director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Prakash Lohia	Chairman	1	1
2	Shri Bama Prasad Mukhopadhyay	Member	1	1
3	Shri Anil Jajoo	Member	1	1

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	CSR committee – https://merinogroup.com/investor/corporate-governance CSR Policy – https://merinogroup.com/storage/01JASS7CZ80QHAGV2K9SV0A7SV.pdf CSR Projects – https://merinogroup.com/investor/corporate-governance
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

S. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹ Lakhs)	Amount required to be setoff for the financial year, if any (in ₹ Lakhs)
1	2025-26	3.41	3.41

6. Average net profit of the company as per section 135(5): ₹ 9476.92 Lakhs

7.	(a) Two percent of average net profit of the company as per section 135(5):	₹ 189.54 Lakhs
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	-
	(c) Amount required to be set off for the financial year, if any.	₹ 3.41 Lakhs
	(d) Total CSR obligation for the financial year (7a + 7b - 7c)	₹ 186.13 Lakhs

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

Total Amount Spent for the Financial Year (in ₹ Lakhs)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount (in ₹ Lakhs)	Date of transfer	Name of Fund	Amount (in ₹ Lakhs)	Date of transfer
₹ 222.00	-	-		-	

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹ Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of implementation - Through implementing Agency	
				State	District			Name	CSR registration number.
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
S. No	Name of the Project	Item from list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in ₹ Lakhs)	Amount spent in the current financial Year (in ₹ Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ Lakhs)	Mode of Implementation - Direct/ Through Trust	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1	Education relief programme	(ii)	Yes	U.P. & W.B.	Hapur, U.P. & Kolkata, W.B.	Current year		157.29 Lakhs	NIL	Through Trust	Sri Hara Kasturi Memorial Trust	CSR00000699
2	Mid-Day Meal	(i)	Yes	U.P.	Hapur, U.P.	Current year		32.71 Lakhs	NIL	Through Trust	Sri Hara Kasturi Memorial Trust	CSR00000699
3	Contribution to Research and Development	(ix)	No	Maharashtra	Nagpur, Maharashtra	Current year		30.00 Lakhs	NIL	Direct	VNIT-Nagpur	
4	Flood Relief Program	(xii)	No	Haryana	Jhajjar	Current year		2.00 Lakhs	NIL	Direct	District Redcross Society	
	Total							**222.00 Lakhs**				

(d) Amount spent in Administrative Overheads	Not Applicable
(e) Amount spent on Impact Assessment, if applicable	Not Applicable
(f) Total amount spent for Financial Year (8b+8c+8d+8e)	₹ 222.00 Lakhs

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

S. No.	Particular	Amount (in ₹ Lakhs)
1	Two percent of average net profit of the company as per section 135(5)	189.54
2	Total amount spent for the Financial Year	222.00
3	Excess amount spent for the financial year	32.46
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	3.41
5	Amount available for set off in succeeding financial years [(iii)-(iv)]	35.87

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

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹ Lakhs)	Amount spent in the reporting Financial Year (in ₹ Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹ Lakhs)
				Name of the Fund	Amount (in ₹ Lakhs)	Date of transfer	
Nil							

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset - wise details): **Not Applicable**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	The Company has been actively involved in the betterment of the society by innovatively supporting them through programs designed in the domains of education, health, community welfare programmes, etc. The company has been spending all the amounts which were eligible for CSR expenses.

For and on behalf of the Board of Directors of Merino Industries Limited

Prakash Lohia
Chairman
CSR Committee
Chairman & Managing Director

Bama Prasad Mukhopadhyay
Member
CSR Committee
Independent Director

Date: 30.06.2026

ANNEXURE - 4

ANNEXURE TO DIRECTORS' REPORT DISCLOSURES OF REMUNERATION

Disclosures pertaining to Remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended 31st March, 2026

A. Employed throughout the year and in receipt of remuneration which in the aggregate was not less than ₹ 1,02,00,000/- per annum

Name	Age (in years)	Designation/ Nature of employment	Remuneration (₹ Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
Shri Prakash Lohia	71	Chairman & Managing Director –Management of the business and affairs of the Company as a whole	321.07	B. Tech. (Chem) – IIT Delhi M.E.P (IIM-Ahmedabad)	48	01.05.1976	5.03	First employment
Shri Prasan Lohia	57	Whole-time Director-Overseeing Corporate Office Administration, Supervision of Export-Import Documentation, Foreign Exchange Risk Management and Domestic Sales and Marketing of Eastern Region	193.96	AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA)	33	01.10.2004	1.86	Vice-President (Global Operations) in Merino Industries Ltd.
Ms. Ruchira Lohia	57	Whole-time Director-Public Relations and Overseeing Export and Import functions and marketing of food products.	216.83	B.A., M.E.P (IIM-Ahmedabad)	31	01.04.2000	9.29	Vice-President (Delhi Operations) in Merino Industries Ltd.
Shri Bikash Lohia	55	Whole-time Director-Overseeing factory operations and overall management, and addressing Information Technology related issues.	227.40	Privately Educated & M.E.P (IIM-Ahmedabad)	33	01.10.2006	4.28	Whole-time Director in Merino Panel Products Ltd.
Shri Madhusudan Lohia	46	Whole-time Director-Overseeing sales and marketing of the Company's furniture and panel products division and new product introduction	263.53	Graduate in Business Process management, (Operations & International Business) - Indiana University, U.S.A, Masters in Manufacturing Management, MBA, - Pennsylvania State University, USA.	23	01.10.2006	3.54	Whole-time Director in KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Pvt. Ltd.)

Name	Age (in years)	Designation/ Nature of employment	Remuneration (₹ Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
Shri Deepak Lohia	50	Whole-time Director- Overseeing production, import of design papers, raw materials, chemicals, etc.	314.32	B.E. (Mech.)	28	01.12.2020	2.37	Whole-time Director in Merino Panel Products Ltd.
Shri Manoj Lohia	54	Whole-time Director- Overseeing marketing and sale of Company's Products in Southern India	210.21	B.Com.	29	01.12.2020	1.27	Whole-time Director in Merino Panel Products Ltd.
Shri Sachin Selot	58	Chief Financial Officer	184.25	CA	31	07.12.2020	NIL	CFO, Molson Coors India
Shri Devendra Jain	51	Chief Procurement Officer	182.48	BE, MBA	25	25.01.2023	NIL	VP, SCM, Emami Ltd
Shri Parveen Gupta	48	Chief Marketing Officer	179.19	BE, MBA	21	26.09.2023	NIL	Director Marketing, Kohler Kitchen & Bath India
Shri Ravi Chopra	51	Group Chief Human Resource Officer	161.17	Master's in HRM & PGDBM	27	17.04.2023	Nil	Group CHRO, Hero Cycles Ltd.
Shri Rajneesh Sharma	56	Senior Vice President	128.00	MBA	28	20.11.2023	NIL	Category Head - Electric Fans, Usha International Limited
Shri Anurag Lohia	28	Category Head- LPL	135.54	BBA	6	01.04.2019	0.89	Whole-time Director in Merino Industries Limited
Shri Shantanu Adhikari	45	Vice President	104.29	MBA	23	11.03.2024	NIL	Pidilite Industries Ltd.
Shri Pinaki Nandy	54	Chief Sales Officer	151.31	BA	31	12.05.2025	NIL	Orient Bell Ltd.
Shri Arun Shakya	50	Vice President	110.22	MBA	25	11.09.2023	NIL	Mankind Pharma Ltd.

B. Employed for a part of the year and in receipt of remuneration which in the aggregate was not less than ₹8,50,000/- per month.

Name	Age (in years)	Designation/ Nature of employment	Remuneration (₹ in Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
				NIL				

Note:

1. Gross Remuneration comprises Salary, Perquisites, Gratuity, Leave Encashment and Company's contribution to Provident Fund.
2. The appointments are contractual. Other terms and conditions are as per Company's Rules.
3. Shri Prakash Lohia is the relative of Shri Madhusudan Lohia, Whole-time Director. Shri Rup Chand Lohia Chairman Emeritus is the relative of Shri Prasan Lohia and Shri Manoj Lohia, Whole-time Directors. Shri Prasan Lohia is the relative of Shri Rup Chand Lohia, Chairman Emeritus and Shri Manoj Lohia, Whole-time Director. Shri Bikash Lohia is the relative of Shri Deepak Lohia, Whole-time Director. Shri Madhusudan Lohia is a relative of Shri Prakash Lohia, Chairman and Managing Director. Shri Deepak Lohia is a relative of Shri Bikash Lohia, Whole-time Director. Shri Manoj Lohia is a relative of Shri Prasan Lohia, Whole-time Director and Shri Rup Chand Lohia, Chairman Emeritus.

For and on behalf of the Board of Directors

Prakash Lohia
Chairman and Managing Director
DIN: 00063274

Date: 30.06.2026
Place: Hapur U.P.

FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of Merino Industries Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Merino Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 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 financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

   Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

7. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

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

9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
   - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
   - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. 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.

Report on Other Legal and Regulatory Requirements

11. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

13. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying financial statements;

    b) Except for the of the matters described in the paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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 financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

    f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and

h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company, as detailed in note 41 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;

   iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 53 (iv) (1) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

   b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 53 (iv) (2) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   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-clauses (a) and (b) above contain any material misstatement.

   v. The final dividend paid by the Company during the year ended 31 March 2026 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. Further, as stated in note 57 to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2026 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend; and

   vi. As stated in note 56 to the financial statements and based on our examination which included test checks, except for matters mentioned below, the Company, in respect of financial year commencing on or after 1 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been 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, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

   a. The accounting software used for maintenance of books of accounts records is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN: 26062191KKEZUY2846

Place: New Delhi
Date: 30th June 2026

Annexure A referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of Merino Industries Limited on the financial statements for the year ended 31st March 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment was verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3(a)(iv) to the financial statements, are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

(₹ in lakhs)

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Property held since date	Reason for not being held in name of company
Land	77.41	Merino Export Private Limited	No	1st April 2019	Land transferred under business combination arrangement between Merino Export Private Limited & the Company from appointed date 1 April 2019. Payment of stamp duty to transfer the title in the name of the Company is under approval with District Magistrate Hapur (Uttar Pradesh), India.
	96.17	Century Laminating Company Limited	No	27th July 2007	Land title bearing erstwhile name Century Laminating Company Limited. Change in title name to the Company is in process.
	8.25			14th January 2003	Land was taken over by Hapur Pilkhuwa Development Authority under compulsory acquistion. The Company has taken stay in court against compulsory acquisition.
	104.29			12th June 2006	Aabadi plots were on the name of erstwhile company Century Laminating Company Limited. As per the Uttar Pradesh government policy there is restriction to transfer these land in the name of present company Merino Industries Limited.
	72.13			15th March 2005	

For title deeds of immovable properties in the nature of land situated at Hapur (Uttar Pradesh), Hosur (Tamil Nadu) and Rohad (Haryana) with gross carrying values of ₹ 143.08 lakhs, ₹ 392.20 lakhs and ₹ 1,377.09 lakhs respectively as at 31 March 2026, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders as detailed in note 24(b) to the financial statements.

(d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have been confirmed by the third parties and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.

(b) As disclosed in Note 53(xi) to the financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit except for the following:

(₹ in lakhs)

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return	Information as per books of accounts	Difference	Remarks
Axis Bank Limited	6,500.00	Inventory	31st March 2026	59,606.31	66,571.42	(6,965.11)	The company has file return based on the draft financial statements. The Company is in process of filling revised statements
The Hongkong and Shanghai Banking Corporation Limited	6,300.00	Trade Receivables		26,090.29	15,972.80	10,117.49	
Punjab National Bank Limited	500.00	Trade Payables		17,518.82	18,388.24	(869.42)	
Kotak Mahindra Bank Limited	7,200.00						
ICICI Bank Limited	13,800.00						
DBS Bank Limited	5,700.00						
Citi Bank Limited	7,000.00						

(iii) The Company has not provided any guarantee or security or granted advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investments in and granted unsecured loans to any other parties during the year, in respect of which:

(a) The Company has provided loans to Others during the year as per details given below:

(₹ in lakhs)

Particulars	Loans
Aggregate amount provided/granted during the year: - Others (employees)	110.96
Balance outstanding as at balance sheet date: - Others (employees)	37.21

(b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) There is no overdue amount in respect of loans granted to such other parties.

(e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans in nature of loan.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

(₹ in lakhs)

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax excluding Interest Post Order	9,216.49	700.71	A.Y. 2007-08 A.Y. 2008-09 A.Y. 2012-13 A.Y. 2013-14 A.Y. 2015-16 A.Y. 2017-18 A.Y. 2018-19 A.Y. 2020-21 A.Y. 2021-22 A.Y. 2023-24	Commissioner of Income Tax (Appeals)
		909.36	4.52	A.Y. 2014-15 A.Y. 2016-17 A.Y. 2017-18 A.Y. 2018-19	Income Tax Appellate Tribunal
		146.92	-	A.Y. 2019-20	Assessing Officer
	Tax Deducted at source	275.12	-	A.Y. 2007-08 to A.Y. 2026-27	ITO TDS, TDS Circle 1(1), Kolkata
Customs Act, 1962	Custom Duty	3.30	0.25	F.Y. 2023-24	Assistant Commissioner of Customs, Delhi
Central Excise Act, 1944	Excise duty	137.19	-	F.Y. 2015-16	Allahabad High court
		661.10	-	F.Y. 2015-16 F.Y. 2016-17	Commissioner of Central Excise and Service Tax, Noida
		872.02	27.60	F.Y. 2005-06 to F.Y. 2010-11	
		1,621.27	10.00	F.Y. 2014-15 F.Y. 2010-11 F.Y. 2011-12 F.Y. 2013-14	Supreme Court of India
Goods and Services Tax Act, 2017	GST	0.56	-	F.Y. 2017-18 F.Y. 2018-19	Superintendent of Goods and Services Tax, Kerala
Goods and Services Tax Act, 2017	GST	19.18	1.25	F.Y. 2019-20 F.Y. 2020-21	Commissioner of Goods and Services Tax (Appeals), Ahmedabad

(₹ in lakhs)

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
		93.25	3.33	F.Y. 2017-18 F.Y. 2018-19 F.Y. 2020-21	Deputy Commissioner of Goods and Services Tax (Appeals), Ahmedabad
		80.52	6.69	F.Y. 2019-20 F.Y. 2020-21	Commissioner of Goods and Services Tax (Appeals), Hosur
		1,746.39	-	F.Y. 2017-18 F.Y. 2018-19 F.Y. 2022-23 F.Y. 2023-24	Joint Commissioner of Goods and Services Tax, Hapur
		3,020.74	-	F.Y. 2018-19 F.Y. 2019-20 F.Y. 2020-21 F.Y. 2021-22	Allahabad High Court
		38.79	-	F.Y. 2017-18 to F.Y. 2022-23	Commissioner Appeals, Bengaluru
Central Sales Tax Act, Local Sales Tax Act	Sales Tax	0.60	-	F.Y. 2009-12	High Court, Kerala
Chapter V of Finance Act 1994	Service Tax	15.31	-	F.Y. 2016-17	GST Commissionerate, Rohtak
		0.37	0.37	F.Y. 2009-10	CESTAT
Entry Tax Act, 2007	Entry tax	25.20	25.20	F.Y. 2007-08	High Court, Allahabad

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company. (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN: 26062191KKEZUY2846

Place: New Delhi
Date: 30th June 2026

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of Merino Industries Limited ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls 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 ('the Guidance Note') 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Material accounting policies and other explanatory information

for the year ended 31 March 2026
CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on internal financial control with reference to the financial statements criteria established by the Company considering the essential components of internal financial control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN: 26062191KKEZUY2846

Place: New Delhi
Date: 30th June 2026

Balance Sheet

As at 31st March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars			Notes	31 March 2026	31 March 2025
ASSETS					
(1)	**Non-current assets**				
(a)	Property, plant and equipment		3(a)	118,142.67	123,678.19
(b)	Right of use assets		3(a)	7,503.27	7,011.70
(c)	Capital work-in-progress		3(b)	3,115.39	4,249.95
(d)	Other intangible assets		3(c)	1,006.43	1,217.80
(e)	Financial assets				
	(i)	Investments	4	6,650.90	7,931.42
	(ii)	Loans	5	14.30	17.03
	(iii)	Others	6	1,020.79	890.39
(f)	Non current tax assets (net)		7	3,871.13	3,766.88
(g)	Other non-current assets		8	2,062.48	1,168.90
Total non-current assets				**143,387.36**	**149,932.26**
(2)	**Current assets**				
(a)	Inventories		9	66,571.42	65,458.84
(b)	Financial assets				
	(i)	Investments	10	4,329.80	2,832.62
	(ii)	Trade receivables	11	15,972.80	20,178.30
	(iii)	Cash and cash equivalents	12	1,519.50	291.43
	(iv)	Bank balances other than (iii)	13	16.47	69.64
	(v)	Loans	14	40.82	73.48
	(vi)	Others	15	1,237.42	909.27
(c)	Other current assets		16	10,747.31	12,940.58
Total current assets				**100,435.54**	**102,754.16**
Total assets				**243,822.90**	**252,686.42**
EQUITY AND LIABILITIES					
(a)	Equity share capital		17	1,127.94	1,127.94
(b)	Other equity		18	134,694.70	134,569.88
Total equity				**135,822.64**	**135,697.82**
Liabilities					
(1)	**Non-current liabilities**				
(a)	Financial liabilities				
	(i)	Borrowings	19	17,499.99	15,209.85
	(ii)	Lease liabilities	20	1,601.93	1,106.26
(b)	Provisions		21	674.43	617.41
(c)	Deferred tax liabilities (net)		22	2,841.53	2,633.65
(d)	Other non-current liabilities		23	1,002.24	59.94
Total non-current liabilities				**23,620.12**	**19,627.11**
(2)	**Current liabilities**				
(a)	Financial liabilities				
	(i)	Borrowings	24	40,806.50	55,039.58
	(ii)	Lease Liabilities	25	677.07	510.42
	(iii)	Trade payables			
		- Total outstanding dues of micro enterprises and small enterprises	26	1,603.60	1,438.55
		- Total outstanding dues of creditors other than micro enterprises and small enterprises		25,796.16	23,174.38
	(iv)	Other financial liabilities	27	8,460.75	7,606.12
(b)	Other current liabilities		28	5,216.19	7,838.24
(c)	Provisions		29	1,819.87	1,754.20
Total current liabilities				**84,380.14**	**97,361.49**
Total liabilities				**108,000.26**	**116,988.60**
Total equity and liabilities				**243,822.90**	**252,686.42**
Material accounting policy information			2		

The accompanying notes are an integral part of these financial statements.

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

For Walker Chandiok & Co. LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Anamitra Das
Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2026

For and on behalf of the Board of Directors

Prakash Lohia
Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2026

Sachin Selot
Chief Financial Officer
Place: New Delhi
Date: 30th June 2026

Bala Ji
Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2026

Statement of Profit and Loss

for the year ended 31st March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	31 March 2026	31 March 2025
Income			
Revenue from operations	30	252,056.39	230,138.71
Other income	31	4,055.54	5,359.17
Total income		**256,111.93**	**235,497.88**
Expenses			
Cost of materials consumed	32	122,180.96	114,340.90
Purchases of stock-in-trade		12,640.44	13,312.49
Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	(1,760.95)	(6,048.85)
Employee benefits expense	34	38,292.80	35,019.57
Finance costs	35	5,504.34	5,787.43
Depreciation and amortisation expenses	36	12,727.33	12,807.43
Other expenses	37	66,354.76	62,964.44
Total expenses		**255,939.68**	**238,183.41**
(Loss)/profit before tax		**172.25**	**(2,685.53)**
Tax expense	38		
- Current tax (including tax of earlier years)		-	(1,033.24)
- Deferred tax expense/(credit)		139.36	(920.00)
Total tax (credit)/expense		**139.36**	**(1,953.24)**
Net (loss)/profit for the year		**32.89**	**(732.29)**
Other comprehensive income			
(A) Items that will not be reclassified to profit or loss			
(i) Remeasurements of post-employment benefit obligations		361.12	798.26
(ii) Income tax relating to items that will not be reclassified to profit or loss		(90.89)	(200.91)
(B) Items that will be reclassified to profit or loss			
(i) Changes in fair value of FVTOCI equity instruments		(88.88)	480.03
(ii) Income tax relating to items that will be reclasssified to profit or loss		22.37	(120.81)
Total other comprehensive income		**203.72**	**956.57**
Total comprehensive income for the year		**236.61**	**224.28**
Earnings per equity share	39		
Basic		0.29	(6.55)
Diluted		0.29	(6.55)
Material accounting policy information	2		

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co. LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das
Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2026

Prakash Lohia
Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2026

Sachin Selot
Chief Financial Officer
Place: New Delhi
Date: 30th June 2026

Bala Ji
Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2026

Cash Flow Statement

for the year ended 31st March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	31 March 2026	31 March 2025
A. Cash flow from operating activities:		
Net profit/(loss) before tax as per statement of profit and loss	**172.25**	**(2,685.53)**
Adjustment for:		
Depreciation and amortisation expenses	12,727.33	12,807.43
(Profit) on sale/disposal of property, plant and equipment (net)	(77.99)	(55.26)
Fair value changes of derivative measured at FVTPL (gain)	766.45	44.06
Finance costs	5,504.34	5,787.43
Advances written off	6.67	0.36
Unrealised foreign exchange (gain) (net)	(411.75)	(225.89)
Net gain on sale of investment measured at FVTPL	(56.68)	(583.71)
(Gain) on fair valuation of financial instruments measured at FVTPL (net)	(361.75)	(387.29)
Gain on lease modification	(18.05)	(8.60)
Interest income	(259.66)	(499.86)
Dividend income	(28.05)	(38.64)
Recovery of bad debts	(1.13)	(6.00)
Income due to amortisation of government grants	(823.35)	(6.09)
Provisions/liabilities no longer required written back (net)	(155.48)	(1,599.71)
Operating profit before working capital changes and other adjustments	**16,983.15**	**12,542.70**
Working capital changes and other adjustments :		
Trade receivables	4,611.08	1,326.52
Other financial assets	(458.94)	32.99
Other assets	2,191.58	493.01
Inventories	(1,112.58)	(6,520.38)
Biological assets other than bearer plants	-	32.55
Trade payables	2,641.94	(1,893.50)
Other financial liabilities	762.66	(1,400.89)
Other liabilities	(2,328.00)	6,086.53
Provisions	483.81	(601.64)
Cash generated from operations	**23,774.70**	**10,097.89**
Direct taxes paid (net)	(104.25)	(769.88)
Net cash flow from operating activities (A)	**23,670.45**	**9,328.01**
B. Cash flow from investing activities:		
Acquisition of property, plant and equipment and capital work-in-progress	(5,408.04)	(10,920.70)
Acquisition of intangible assets and intangible assets under development	(97.60)	(1,468.98)
Proceeds from sale of property, plant and equipment/intangible assets	338.18	87.92
Purchase of investments	(3,337.40)	(5,602.48)
Government grant received	1,765.65	-
Proceeds from redemption of bank deposits (net)	50.58	1,172.57
Proceeds from sale of investments	2,567.70	14,276.74
Interest received	291.99	488.76
Dividend income	28.05	38.64
Net cash used in investing activities (B)	**(3,800.89)**	**(1,927.53)**

Cash Flow Statement

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	31 March 2026	31 March 2025
C. Cash flow from financing activities:		
Proceeds from non current borrowings	19,000.00	7,000.00
Repayment of non current borrowings	(20,250.72)	(12,243.54)
Increase in current borrowings	(8,915.17)	1,561.31
Principal payment of lease liabilities	(640.54)	(572.70)
Interest payment of lease liabilities	(159.95)	(138.87)
Finance cost paid	(5,856.39)	(5,271.10)
Dividend paid	(116.69)	(555.12)
Net cash (used in)/flow from financing activities (C)	**(16,939.46)**	**(10,220.02)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	2,930.10	(2,819.54)
Net change in cash and cash equivalents (D)	**2,930.10**	**(2,819.54)**
Cash and cash equivalents at the beginning of the year (refer note 13) (E)	(1,410.60)	1,408.94
Cash and cash equivalents at the end of the year (refer note 13) (D+E)	**1,519.50**	**(1,410.60)**
Components of cash and cash equivalent		
- Cash and cash equivalents	1,519.50	291.43
- Cash credit	-	(1,702.03)
Total cash and cash equivalents at the end of the year	**1,519.50**	**(1,410.60)**

Change in liability arising from financing activities	1 April 2025	Cash flow	Non cash changes			31 March 2026
			New leases	Others	Foreign exchange	
Non current borrowings (Including current maturities of long term borrowing)	24,800.73	(1,250.72)	-	(75.02)	-	23,474.99
Current borrowings (other than Cash Credit)	43,746.67	(8,915.17)	-	-	-	34,831.50
Lease liabilities	1,616.68	(800.49)	1,434.85	27.96	-	2,279.00

Change in liability arising from financing activities	1 April 2024	Cash flow	Non cash changes			31 March 2025
			New leases	Others	Foreign exchange	
Non current borrowings (Including current maturities of long term borrowing)	30,037.88	(5,243.54)	-	-	6.39	24,800.73
Current borrowings (other than Cash Credit)	42,185.36	1,561.31	-	-	-	43,746.67
Lease liabilities	1,838.50	(711.57)	404.42	85.33	-	1,616.68

For material accounting policy information refer note 2.

The accompanying notes are an integral part of these financial statements.

This is the Statement of cash flow referred to in our report of even date

For Walker Chandiok & Co. LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das
Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2026

Prakash Lohia
Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2026

Sachin Selot
Chief Financial Officer
Place: New Delhi
Date: 30th June 2026

Bala Ji
Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2026

Statement of Changes in Equity

for the year ended 31st March 2026

CIN : U51909WB1965PLC026556

A. Equity share capital

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	Amount
As at 1st April 2024		1,127.94
Changes during the year	17	-
As at 31st March 2025		**1,127.94**
Changes during the year	17	-
As at 31st March 2026		**1,127.94**

B. Other equity

Particulars	Notes	Statutory reserve	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	FVOCI - equity instruments	Total other equity
Balance as at 1st April 2024	18	233.59	3.16	339.72	14,634.76	119,659.29	34.01	**134,904.53**
Loss for the year		-	-	-	-	(732.29)	-	**(732.29)**
Other comprehensive income for the year								
Remeasurements loss on post-employment benefit obligations (net of tax)		-	-	-	-	597.35	-	**597.35**
Net fair value gain on investment measured through OCI (net of tax)		-	-	-	-		359.22	**359.22**
Total comprehensive income for the year		-	-	-	-	**(134.94)**	**359.22**	**224.28**
Final dividend on equity shares for the year ended 31st March 2024		-	-	-	-	-558.93	-	**-558.93**
Balance as at 31st March 2025	**18**	**233.59**	**3.16**	**339.72**	**14,634.76**	**118,965.42**	**393.23**	**134,569.88**

Statement of Changes in Equity

for the year ended 31st March 2026

CIN : U51909WB1965PLC026556

B. Other equity

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	Statutory reserve	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	FVOCI - equity instruments	Total other equity
Balance as at 1st April 2025	18	233.59	3.16	339.72	14,634.76	118,965.42	393.23	**134,569.88**
Profit for the year		-	-	-	-	32.89	-	**32.89**
Other comprehensive income for the year								**-**
Remeasurements loss on post-employment benefit obligations (net of tax)		-	-	-	-	270.23	-	**270.23**
Net fair value gain on investment measured through OCI (net of tax)		-	-	-	-		(66.51)	**(66.51)**
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**303.12**	**(66.51)**	**236.61**
Transfer to/(from) general reserve/(retained earnings)		-	-	-	3.30	(3.30)	-	**-**
Final dividend on equity shares for the year ended 31st March 2025		-	-	-	-	(111.79)	-	**(111.79)**
Balance as at 31st March 2026	**18**	**233.59**	**3.16**	**339.72**	**14,638.06**	**119,153.45**	**326.72**	**134,694.70**

For material accounting policy information refer note 2.

The accompanying notes are an integral part of these financial statements.

This is the Statement of Changes in Equity referred to in our report of even date

For Walker Chandiok & Co. LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

Anamitra Das
Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2026

For and on behalf of the Board of Directors

Prakash Lohia
Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2026

Sachin Selot
Chief Financial Officer
Place: New Delhi
Date: 30th June 2026

Bala Ji
Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2026

Material accounting policies and other explanatory information

for the year ended 31 March 2026
CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

1. Company Information

Merino Industries Limited ("the Company") is a domestic public limited Company domiciled in India, and incorporated under the provisions of the Companies Act, 1956. The registered office of the Company is located at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata - 700020, India. The Company is engaged in manufacturing and marketing of decorative laminates, prelaminated boards, furniture, potato flakes, acrylic solid surface and agricultural produce.

2. Material accounting policy information

2.1 Basis of preparation

(i) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rule 2015 as amended. Other relevant provisions of the Act and other accounting principles generally accepted in India. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Act. The financial statements for the year ended 31st March 2026 were authorised and approved for issue by the Board of Directors on 30 June 2026.

(ii) Basis of preparation

The financial statements have been prepared as a going concern on accrual basis and under the historical cost convention except for the following assets and liabilities which have been measured at their fair value or revalued amounts:- Certain financial assets and liabilities measured at their fair value (refer note no. 2.7 accounting policy regarding financial instruments); - Defined benefit plans – plan assets measured at their fair value.

2.2 Recent accounting pronouncement issued but not made effective

Ministry of Corporate Affairs ("MCA") has notified amendments to the existing standards Ind AS 1– Presentation of financial statements relating to classification of liabilities as current or non-current subject to covenants, Ind AS 12 – Income Taxes relating to international tax reforms – Pillar Two Model Rules, Ind AS 21 – the effect of changes in foreign exchange rates and Ind AS 107 – Financial Instruments - Disclosures and Ind AS 7 - Statement of Cashflows relating to disclosure of supplier financing arrangements, applicable from April 1, 2025. The Company has assessed that there is no significant impact on its financial statements with respect to the amendments in Ind AS 1, Ind AS 21 and Ind AS 12.

2.3 Property, plant and equipment and depreciation

(a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

(b) "Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred. Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

(c) Capital work in progress is stated at cost and includes purchase cost related acquisition expenses, pre-operative expenses, project development expenses, etc. Such costs also include borrowing cost if the recognition criteria are met.

(d) The Company depreciates property, plant and equipment over their useful lives as prescribed by schedule II of the Act. In case the cost of a part of a property, plant and equipment is significant to the total cost of the asset, and useful life of that part is different from the remaining useful life of the asset, depreciation is provided on straight line method based on internal assessment and independent technical evaluation carried out by external valuers. The management believes that the useful lives of the components best represent the period over which the management expects to use those components. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Nature of assets	Useful life
Buildings	
(a) Buildings (other than factory buildings) RCC frame structure	60 years
(b) Buildings (other than factory buildings) other than RCC frame structure	30 years
(c) Factory buildings	30 years
(d) Fences, wells, tube wells	5 years
(e) Others (including temporary structure, etc.)	3 years

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Nature of assets	Useful life
Culverts	30 years
Roads	
(a) Carpeted roads- RCC	10 years
(b) Carpeted roads- other than RCC	5 years
(c) Non-carpeted roads	3 years
Plant and Machinery	
(a) General plant and machinery*	15 years
(b) Continuous process plant	25 years
(c) Plant and Machinery used in generation, transmission and distribution of power	40 years
(d) Electric distribution plant	35 years
(e) Plant and machinery used in civil construction	12 years
Furniture and fittings	10 years
Motor Vehicles	
(a) Motor cycles, scooters and other mopeds	10 years
(b) Motor buses, motor lorries and motor cars other than those used in a business of running them on hire	8 years
(c) Motor tractors, harvesting combines and heavy vehicles	8 years
(d) Electrically operated vehicles including battery powered or fuel cell powered vehicles	8 years
Office equipment	5 years
Computers and data processing units	
(a) Servers and networks	6 years
(b) End user devices such as desktops, laptops, etc.	3 years
Laboratory equipment	10 years
Electrical installations and equipment	10 years

*The useful lives of general plant and machinery is further subjected to it's uses depending on the double and triple shift basis. Depreciation rate for double & triple shift will be 50% and 100% respectively, over and above the single shift rate depreciation thereby reducing the useful life accordingly.

(e) Leasehold land is amortised over the period of lease. Cost of improvements on leasehold land is amortised over the remaining period of lease or estimated useful life, whichever is lower.

(f) Machinery spares having useful life of more than one year and the carrying value of which exceeds "higher of Rs.5 lakhs or 5% of gross value of particular asset", are capitalised and depreciated over the lives of the spares/related asset.

(g) Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

2.4 Intangible assets and amortisation

Intangible assets are stated at acquisition cost, net of accumulated amortisation and net accumulated impairment losses, if any.

Intangible assets are amortised on a straight line basis over a period of three to five years from the date of capitalisation.

2.5 Current/non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

2.6 Impairment reporting of non-financials assets

At each reporting date, the Company assesses whether there is any indication based on internal / external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit (CGU) is estimated. If such recoverable amount of the asset or CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the statement of profit and loss. An asset is deemed impairable when recoverable value is less than its carrying cost and the difference between the two represents provisioning exigency.

2.7 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to, or deducted from, the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets

Financial assets at amortised cost

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

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income (FVOCI) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present any change in fair value of equity investments, which are not held for trading, in other comprehensive income. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortised cost or at FVOCI is carried at Fair value through the statement of profit and loss (FVTPL).

Impairment of financial assets

In accordance with Ind AS 109 'Financial Instruments', the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

(i) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets;

(ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

(iii) Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109 'Financial Instruments', which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

(iv) Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

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

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Derivative financial instruments

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks that arise from its exposure to foreign exchange and interest rate fluctuations.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. For derivative contracts where hedge accounting is not applied, changes in the fair value of derivatives are recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.8 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as expenses in Statement of Profit and Loss in the period in which they are incurred.

2.9 Inventories

Inventories are stated at lower of cost and estimated net realisable value. Cost is determined on moving weighted average basis in case of raw materials, stores and spares and stock-in-trade. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.10 Foreign currency transactions

Functional and presentation currency. The financial statements of the Company are presented in Indian rupees (INR), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions and balances Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the exchange rates prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transaction. Exchange differences arising on settlement of transactions and/or restatement are dealt with in the Statement of Profit and Loss.

2.11 Revenue from contracts with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount of transaction price (net of variable consideration) allocated to performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Sales, as disclosed, are exclusive of goods and services tax, where applicable. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Material accounting policies and other explanatory information

for the year ended 31 March 2026
CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Sale of goods and services

Revenue from sale of goods/services is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods to customers or transporter, considering the delivery terms. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. customer loyalty points). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration.

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at the inception of the contract and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers, volume rebates. Volume rebates give rise to variable consideration.

(ii) Volume rebates

The Company provides retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Loyalty points programme

The Company has a loyalty points programme, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognised as a contract liability until the points are redeemed. The Company's role is only to arrange for another entity to provide the goods and hence, records revenue at the net amount. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates of the points that will be redeemed on a yearly basis and any adjustments to the contract liability balance are charged against revenue."

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 2.7 Financial instruments – initial recognition and subsequent measurement."

Transfer of trade receivables

The Company transfers certain trade receivables under bill discounting arrangements with banks. These transferred receivables do not qualify for derecognition as the Company retains the credit risk with respect to these transferred receivables due to the existence of the recourse arrangement. Consequently, the proceeds received from such transfers with recourse arrangements are recorded as borrowings from banks and classified under current borrowings.

Contract liabilities

When either party to a contract has performed its obligation, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the company's performance and the customer's payment.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2.12 Revenue recognition - other items

Interest: Interest income is recognized using effective interest method.

Dividend: Dividend income is recognised when the right to receive the dividend is established.

Insurance Claim: Insurance claims are accounted for on settlement/realisation basis by considering uncertainties in realisation.

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Export incentives and duty drawback : Income from export incentives such as duty drawback, premium on sale of import licenses and lease license fee are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

Other items are recognised on accrual basis.

2.13 Employee benefits

(a) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. Contribution to Central Government administered Employees' State Insurance Scheme for eligible employees is recognised as charge in Statement of Profit and Loss in the year in which they arise.

(b) Defined contribution plans

The Company pays contribution under provident fund scheme and part of the pension fund scheme for eligible employees. The Company recognises contribution payable to the respective employee benefit fund scheme as an expenditure, as and when they are due. The Company has no obligations other than to make the specified contributions.

(c) Gratuity

The Company provides gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees on retirement, death, incapacitation or termination of employment, of an amount based on respective employee's salary and the tenure of employment. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans are the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

(d) Other long term benefits

The liabilities for compensated absences are those that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(e) Termination benefits

Termination benefits in the nature of voluntary retirement benefits are recognized as an expense when as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

2.14 Taxation

Taxes on income comprise current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognised for the future tax consequences

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to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, is disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

The Company recognises deferred tax assets for unabsorbed depreciation or carry forward of losses under tax laws only if there is reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

2.15 Government grants

(i) Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

(ii) Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

(iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to statement of profit and loss on a straight-line basis over the remaining useful life of the related asset. However, grants received for import of capital goods under Export promotion capital goods (EPCG) scheme are presented in the balance sheet by deducting the grant from the carrying value of asset.

2.16 Leases

Where the Company is a lessee

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. At the inception of a contract, the Company makes an assessment as to whether a contract is a lease. A contract is, or contains, a lease when it conveys the right to control the usage of an asset covered by the contract for a time period in exchange for consideration. To evaluate as to whether a contract provides the right to control the usage of an asset covered in the contract, the Company evaluates as to 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.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU" assets) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value leases. Lease rentals for short-term leases and all leases of low value assets are considered on accrual basis as an expense in profit or loss.

The right-of-use assets are initially recognised 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, if any. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or

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a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets/ investment property. Lease income on an operating lease is recognised in the Statement of Profit and Loss on accrual basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

2.17 Cash and cash equivalents

In the Cash Flow Statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments, if any, with original maturities of three months or less.

2.18 Earnings per share (EPS)

Basic EPS amount is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's EPS is the net profit/(loss) for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. Diluted EPS amounts are computed by dividing the net profit attributable to the equity share holders by the weighted average number of equity shares outstanding during the year, and the weighted average number of equity shares that would be issued to give effect to the dilutive potential.

2.19 Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at Balance Sheet date and are not discounted to its present value.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets: Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.20 Segment reporting

Segments are organised based on businesses which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

2.21 Dividends

The final dividend on shares is recorded as liability on the date of approval by the shareholders and interim dividend is recorded as liability on the date of declaration by the Company's Board of Directors.

2.22 Royalty income

Royalty income is accounted for as per the terms of the agreement entered into with the parties involved.

2.23 Rounding off of amounts

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

2.24 Significant management judgement in applying accounting policies and estimation uncertainty:

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities:

(i) Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires, the management

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to make an assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

(iii) Defined benefit obligation ('DBO')

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

(iv) Provisions

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

(v) Leases

The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

(vi) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, (refer note 40). By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments by management and the use of estimates regarding the outcome of future events.

(vii) Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and share based payments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to financial statements.

(viii) Inventories

The Company estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

(ix) Useful lives of depreciable and amortisable assets

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

(x) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognised is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilised.

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Note: 3 (a) Property, Plant and Equipment and Right of use assets

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Particulars	Owned assets														Right of use assets		Total
	Land																
	Leasehold acquisition and development expenses	Freehold	Buildings on leasehold land	Buildings on freehold land	Culverts	Roads	Plant and equipment	Electrical fittings	Laboratory Equipment	Furniture and fittings	Computers & data processing units	Office equipment	Vehicles	Total	Right of use land	Right of use buildings	
Balance as at 01 April 2024	**1,586.27**	**9,450.69**	**20,266.95**	**7,567.73**	**495.23**	**2,382.38**	**105,060.10**	**11,928.90**	**298.43**	**1,682.26**	**2,245.22**	**1,088.04**	**1,741.83**	**165,794.03**	**5,883.77**	**2,692.14**	**174,369.94**
Additions	19.10	36.77	81.32	328.66	-	-	5,544.35	393.45	11.71	426.63	528.42	108.05	247.41	7,725.87	-	409.14	8,135.01
Disposals	-	-	-	0.49	-	-	112.31	41.86	1.95	5.36	285.82	7.48	117.39	572.66	-	182.79	755.45
Balance as at 31 March 2025	**1,605.37**	**9,487.46**	**20,348.27**	**7,895.90**	**495.23**	**2,382.38**	**110,492.14**	**12,280.49**	**308.19**	**2,103.53**	**2,487.82**	**1,188.61**	**1,871.85**	**172,947.24**	**5,883.77**	**2,918.49**	**181,749.50**
Additions	-	-	415.59	698.56	-	181.93	3,640.86	412.59	21.98	222.35	407.23	152.82	248.63	6,402.54	-	1,346.00	7,748.54
Disposals	-	-	-	-	-	-	1,016.52	29.97	2.20	2.39	80.02	31.02	167.40	1,329.52	-	815.62	2,145.14
Balance as at 31 March 2026	**1,605.37**	**9,487.46**	**20,763.86**	**8,594.46**	**495.23**	**2,564.31**	**113,116.48**	**12,663.11**	**327.97**	**2,323.49**	**2,815.03**	**1,310.41**	**1,953.08**	**178,020.26**	**5,883.77**	**3,448.87**	**187,352.90**
Accumulated Depreciation																	
Balance as at 01 April 2024	**51.91**	**-**	**1,674.78**	**1,822.71**	**28.96**	**801.99**	**28,430.27**	**1,510.17**	**110.15**	**737.74**	**1,408.51**	**737.70**	**988.99**	**38,303.88**	**224.36**	**671.52**	**39,199.76**
Charge for the year	16.81	-	722.25	315.18	16.51	222.86	8,117.46	1,213.88	29.24	181.19	356.76	126.51	186.52	11,505.17	59.48	973.05	12,537.70
Disposals	-	-	-	0.13	-	-	100.48	27.59	1.06	5.26	285.35	5.86	114.27	540.00	-	137.85	677.85
Balance as at 31 March 2025	**68.72**	**-**	**2,397.03**	**2,137.76**	**45.47**	**1,024.85**	**36,447.25**	**2,696.46**	**138.33**	**913.67**	**1,479.92**	**858.35**	**1,061.24**	**49,269.05**	**283.84**	**1,506.72**	**51,059.61**
Charge for the year	16.18	-	704.03	308.93	16.51	217.66	8,263.36	1,223.73	30.02	208.52	362.77	130.49	195.67	11,677.87	59.48	681.01	12,418.36
Disposals	-	-	-	-	-	-	792.62	29.49	1.10	2.39	77.10	29.02	137.61	1,069.33	-	701.68	1,771.01
Balance as at 31 March 2026	**84.90**	**-**	**3,101.06**	**2,446.69**	**61.98**	**1,242.51**	**43,917.99**	**3,890.70**	**167.25**	**1,119.80**	**1,765.59**	**959.82**	**1,119.30**	**59,877.59**	**343.32**	**1,486.05**	**61,706.96**
Net carrying amount																	
Balance as at 31 March 2025	**1,536.65**	**9,487.46**	**17,951.24**	**5,758.14**	**449.76**	**1,357.53**	**74,044.89**	**9,584.03**	**169.86**	**1,189.86**	**1,007.90**	**330.26**	**810.61**	**123,678.19**	**5,599.93**	**1,411.77**	**130,689.89**
Balance as at 31 March 2026	**1,520.47**	**9,487.46**	**17,662.80**	**6,147.77**	**433.25**	**1,321.80**	**69,198.49**	**8,772.41**	**160.72**	**1,203.69**	**1,049.44**	**350.59**	**833.78**	**118,142.67**	**5,540.45**	**1,962.82**	**125,645.94**

(i) Freehold land with carrying value of Rs. 1912.37 (31 March 2025 : ₹ 1,912.37) have been mortgaged for availing working capital loan from Axis Bank Consortium (refer note 24 and 43).

(ii) Certain Property, plant and equipment have been given as security for borrowings (refer note 43)

(iii) Contractual commitments for the acquisition of property, plant and equipment. (refer note 41)

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Note: 3(a) Property, Plant and Equipment and Right of use assets (contd)

(iv) PPE - Detail of immovable property pending to be transferred in the name of the Company as per below:

Description of item of property	Gross carrying value as on 31st March 2026	Gross carrying value as on 31st March 2025	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since date	Reason for not being held in the name of the company
Land	77.41	77.41	Merino Export Private Limited	No	1st April 2019	Land transferred under business combination arrangement between Merino Export Private Limited & Merino Industries Limited from appointed date 1st April 2019. Payment for stamp duty to transfer the title in the name of Merino Industries Limited is under approval with District Magistrate Hapur(Uttar Pradesh), India.
	96.17	96.17	Century Laminating Company Limited	No	27th July 2007	Land title bearing erstwhile name Century Laminating Company Limited. Change in title name to Merino Industries Limited is in process.
	8.25	8.25			14th January 2003	Land was taken over by Hapur Pilkhuwa Development Authority under compulsory acquistion. Company has taken stay in court to comeout from compulsory acquisition.
	104.29	104.29			12th June 2006	Aabadi plots were on the name of erstwhile company Century Laminating Company Limited. As per the Uttar Pradesh government policy there is restriction to transfer these land in the name of present company Merino Industries Limited.
	72.13	72.13			15th March 2005	

Note: 3(b) Capital work-in progress:

(i) Capital work-in progress ageing schedule:

Particulars	As at 31st March 2026				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:	2,458.19	564.39	83.30	9.51	**3,115.39**
Projects temporarily suspended:	-	-	-	-	**-**
Total	**2,458.19**	**564.39**	**83.30**	**9.51**	**3,115.39**

* Includes capital goods in transit of ₹ 33.31

Particulars	As at 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:	3,796.20	436.61	17.14	-	**4,249.95**
Projects temporarily suspended:	-	-	-	-	**-**
Total	**3,796.20**	**436.61**	**17.14**	**-**	**4,249.95**

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Note: 3(b) Capital work-in progress (contd)

(ii) Capital work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, completion schedule is as per the following:

Particulars	As at 31st March 2026				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress :					
AUC-250000000098	97.67	-	-	-	**97.67**
AUC-250000000189	95.27	-	-	-	**95.27**
AUC-250000000195	119.89	-	-	-	**119.89**
AUC-250000000549	126.38	-	-	-	**126.38**
AUC-250000000594	471.37	-	-	-	**471.37**
AUC-250000000736	126.23	-	-	-	**126.23**
AUC-250000000754	76.68	-	-	-	**76.68**
AUC-250000001008	67.22	-	-	-	**67.22**
AUC-250000001036	82.78	-	-	-	**82.78**
Other Projects*	921.61	-	-	-	**921.61**
Total	**2,185.10**	**-**	**-**	**-**	**2,185.10**

*Individual projects less than ₹ 50.00 have been clubbed together in other projects.

Particulars	As at 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:					
AUC-250000000006	60.07	-	-	-	**60.07**
AUC-250000000031	120.35	-	-	-	**120.35**
AUC-250000000100	474.62	-	-	-	**474.62**
AUC-250000000129	108.86				**108.86**
AUC-250000000130	179.24				**179.24**
AUC-250000000133	183.62				**183.62**
AUC-250000000173	71.46				**71.46**
AUC-250000000189	75.28				**75.28**
AUC-250000000192	59.72				**59.72**
AUC-250000000206	417.54				**417.54**
AUC-250000000461	85.04				**85.04**
AUC-250000000689	56.51				**56.51**
Other Projects*	570.76	-	-	-	**570.76**
Total	**2,463.07**	**-**	**-**	**-**	**2,463.07**

*Individual projects less than ₹ 50.00 have been clubbed together in other projects.

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Note: 3 (c) Other intangible assets

Particulars	Computer software (acquired item)	Total
Gross carrying amount		
Balance as at 1st April 2024	**437.36**	**437.36**
Additions	1,468.98	1,468.98
Disposals	40.67	40.67
Balance as at 31st March 2025	**1,865.67**	**1,865.67**
Additions	97.60	97.60
Disposals	0.10	0.10
Balance as at 31st March 2026	**1,963.17**	**1,963.17**
Accumulated amortisation		
Balance as at 1st April 2024	**418.81**	**418.81**
Charge for the year	269.73	269.73
Disposals	40.67	40.67
Balance as at 31st March 2025	**647.87**	**647.87**
Charge for the year	308.97	308.97
Disposals	0.10	0.10
Balance as at 31st March 2026	**956.74**	**956.74**
Net carrying amount		
Balance as at 31 March 2025	**1,217.80**	**1,217.80**
Balance as at 31st March 2026	**1,006.43**	**1,006.43**

Note: 4 Non current investments

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Investments in Equity Instruments measured at fair value through other comprehensive income (FVTOCI) (fully paid up)				
-Quoted				
Bank of Baroda Limited	10,000.00	24.76	10,000.00	22.85
Greenply Industries Limited	1,000.00	1.80	1,000.00	2.86
Greenlam Industries Limited	2,000.00	4.09	2,000.00	4.72
Star Paper Mills Limited	100.00	0.12	100.00	0.15
Greenpanel Industries Limited	1,000.00	1.71	1,000.00	2.27
LIC Limited	442.00	3.21	442.00	3.53
Axis Bank Limited	119.00	1.43	119.00	1.31
Bajaj Finance Limited	750.00	6.20	27.00	2.42
Bajaj Finserv Limited	180.00	2.95	180.00	3.61
Coromandel International Limited	82.00	1.54	82.00	1.63
Grasim Industries Limited	141.00	3.62	141.00	3.68
HCL Technologies Limited	50.00	0.70	50.00	0.80
HDFC Bank Limited	659.00	4.95	77.00	1.41
Hindalco Industries Limited	540.00	4.95	540.00	3.69
Hindustan Unilever Limited	44.00	0.91	44.00	0.99
Infosys Limited	104.00	1.35	104.00	1.63
Nestle India Limited	180.00	2.14	90.00	2.03

Material accounting policies and other explanatory information

for the year ended 31 March 2026
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(Rupees in lakhs, unless otherwise stated)

Note: 4 Non current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
NMDC Limited	5,622.00	4.39	5,622.00	3.87
NMDC Steel Limited	1,874.00	0.67	1,874.00	0.63
State Bank Of India	334.00	3.40	334.00	2.58
Tata Steel Limited	2,020.00	3.92	2,020.00	3.12
TCS Limited	66.00	1.62	66.00	2.38
Ultratech Cement Limited	14.00	1.49	14.00	1.61
Asian Paint Limited	212.00	4.60	212.00	4.96
Britannia Industries Limited	40.00	2.18	40.00	1.97
Colgate Palmolive Limited	71.00	1.30	71.00	1.70
Godrej Consumer Products Limited	181.00	1.80	181.00	2.10
ITC Limited	538.00	1.58	538.00	2.20
ITC Hotels Limited	53.00	0.08	53.00	0.10
Marico Limited	311.00	2.37	311.00	2.03
Reliance Industries Limited	200.00	2.70	200.00	2.55
Tata Consumer Product Limited	222.00	2.31	222.00	2.22
Larsen & Toubro Limited	115.00	4.16	-	-
Kwality Walls India Limited	44.00	0.01	-	-
-Unquoted				
National Stock Exchange of India Limited	70,000.00	904.80	70,000.00	993.30
Kitply Industries Limited #	100.00**	-	100.00**	-
Merinoply and Chemicals Limited (refer (a) below)	164,006.00	-	164,006.00	-
Sanghi Polyesters Limited	500.00	-	500.00	-
KHSL Industries Limited	1,000.00**	-	1,000.00**	-
Sunsure Solarpark Sixteen Private Limited (refer (b) below)	16,461.00	39.49	16,461.00	227.49
Indian Laminate Manufacturer Association	125.00	1.50	125.00	1.50
Clean Max Boreal Private Limited (refer (b) below)	145,245.00	145.20	145,245.00	858.00
Investment in Alternative Investment fund measured at fair value through profit and loss (FVTPL)				
-Unquoted				
Tata Capital Healthcare Fund II- Partly paid up	50,000.00	433.47	50,000.00	300.39
Tata Capital Healthcare Fund II- Fully paid up	25,314,647.00	296.80	-	-
Blume Ventures Fund 1X	84,179.05	166.10	94,521.14	198.49
SC Credit Trust-Sc Credit Fund	13.56	106.46	13.56	107.91
Alteria Capital India Fund - I	21,475.50	14.86	21,475.50	17.94
360 One India Private Equity Fund Series 1A (IIFL India Private Equity Fund Series 1A - Class A)	997,727.85	289.36	998,919.49	247.52
Kotak Optimus Moderate Scheme Class A	-	-	94.54	145.52
Kotak Optimus Aggressive Scheme Class A	-	-	174.22	293.15
Trifecta Venture Debt Fund - III	188,094.93	185.61	196,460.00	202.33
White Oak India Select Equity Fund - Class A	-	-	1,206,594.18	303.81
360 One Special Opportunities Fund Series - 8 (IIFL Special Opportunities Fund Series - 8)	2,733,692.40	399.52	2,744,114.80	390.11
Inflexor Technology Fund	78.69	85.00	69.19	64.86

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 4 Non current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Kotak Pre IPO Opportunities Fund	14,574.04	124.26	15,949.84	172.46
Kotak India Renaissance Fund-I	20,408.12	275.82	20,408.12	276.67
Sixth Sense India Opportunities III	17,852.23	267.38	18,777.35	263.83
Mirae Asset Late Stage Opportunities Fund	87.00	114.63	84.00	83.80
360 Commercial Yield Fund (IIFL Commercial Yield Fund)	935,707.27	84.79	938,602.92	108.42
Kotak Private Credit Fund	1,636.22	172.26	1,371.70	146.47
Neo Special Credit Opportunities Fund	982.73	104.79	890.00	103.79
True North Credit Opportunities Fund	8,364.21	86.65	5,200.00	53.51
India Realty Excellence Fund VI	1,520.00	152.00	940.00	94.00
Ivy Cap Ventures Fund-III	475,000.00	511.81	250,000.00	250.00
Revx Capital Fund I	198,820.00	203.23	198,820.00	204.50
Oister India Scheme Iii	200.00	81.63	200.00	51.69
360 One Spl Opp Fnd-S-12	4,986,721.97	587.56	3,249,837.51	408.81
Ikigai Emerging Eq Fund	193,791.50	171.28	193,791.50	173.75
Avendus Structured Credit Fund - II	85.64	90.68	162.52	169.31
Investment in bond measured at amortised cost				
-Quoted				
State Bank of India SR I 7.72 BD Perpetual	-	-	5.00	509.75
Investment in promissory note measured at amortised cost				
-Unquoted				
'Artison Agrotech Private Limited**	1.00	10.00	1.00	10.00
Less: Provision for diminution in book value of investments**		(10.00)		(10.00)
Investment in REIT/INVIT measured at FVTPL				
-Quoted				
Mindspace Business Parks Real Estate Investment Trust	2,400.00	10.78	2,400.00	8.99
Invit of India Grid Trust Preferential Unit	76,335.00	126.29	76,335.00	107.56
Invit of Energy Infrastructure Trust(India Infrastructure Trust)	400,000.00	311.88	400,000.00	298.19
		6,650.90		**7,931.42**
Aggregate amount of quoted investments		**553.94**		**1,018.09**
Aggregate market value of quoted investments		**553.94**		**1,018.09**
Aggregate amount of unquoted investments		**6,096.96**		**6,913.33**
Aggregate amount of impairment in value of investments		**-**		**-**

* Number of units are in absolute terms.

** Includes investments acquired through business combination, pending transfer in the name of the Company.

\# The stated figure nil represents value less than ₹ 0.01.

Note

(a) Merinoply and Chemicals Limited is under liquidation. Investment is carried at nil value. Cost of investment was ₹ 17.50 (31st March 2025: ₹ 17.50). Further, Company believes that there is no impact on the financial statements other than the impairment provision already made in the books of accounts.

(b) As on year ended 31st March 2026, the Company holds 26% of the issued equity share capital of Sunsure Solarpark Sixteen Private Limited and 49% of the issued equity share capital of Clean Max Boreal Private Limited which were acquired in consideration of ₹ 227.49 and ₹ 858.00 respectively. The investment was made pursuant to the respective shareholder agreements with the investee companies for the purpose of setting up a captive power plant for the Company's Rohad and Halol facilities, respectively.

As per the terms of the shareholders' agreements, although the Company holds equity instruments and has a contractual right to receive dividends, it has agreed with the other shareholders that it shall not be entitled to participate in the profits or losses of the investee entities. Further, upon expiry of the contractual term, the Company is entitled to recover the full amount of its investment in the respective entities. Considering the substance of the contractual arrangements and the absence of rights to variable returns from the investee entities, the investments do not meet the definition of an associate under Ind AS 28 and are not accounted for using the equity method.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 5 Non current loans

Particulars	31 March 2026	31 March 2025
Loans to employees	14.30	17.03
	14.30	**17.03**

Note: 6 Other non current financial assets

Particulars	31 March 2026	31 March 2025
Security deposits	1,018.33	884.50
Bank deposit (refer (a) below)	2.10	5.34
Interest accrued on bank deposits	0.36	0.55
	1,020.79	**890.39**

Note-

(a) Bank deposit amounting ₹ 2.00 (31st March 2025: ₹ 5.24) having maturity more than one year pledged with custom and excise authority.

Note: 7 Non current tax assets (net)

Particulars	31 March 2026	31 March 2025
Advance Income tax (net of provision)	3,871.13	3,766.88
	3,871.13	**3,766.88**

Note: 8 Other non-current assets

Particulars	31 March 2026	31 March 2025
Capital advances	99.37	108.28
Prepaid expense	937.81	39.93
Balance with government authorities*	1,017.93	1,009.57
Security deposit	7.37	11.12
	2,062.48	**1,168.90**

* This amount pertains to the deposit made by the Company with various statutory authorities in connection with ongoing litigations related to GST, sales tax, entry tax, excise, custom duty, service tax and income tax.

Note: 9 Inventories

Particulars	31 March 2026	31 March 2025
(At lower of cost or net realisable value)		
Raw materials	32,965.19	34,013.01
[includes materials-in-transit 31st March 2026: ₹ 4,717.24 (31st March 2025: ₹ 4,249.89)]		
Work-in-progress	1,585.88	2,663.07
Stock in trade	1,848.40	2,908.72
[includes materials-in-transit 31st March 2026: ₹ Nil (31st March 2025: ₹ 1,135.42]		
Finished goods	22,738.80	18,840.34
[includes materials-in-transit 31st March 2026: ₹ 9026.93 (31st March 2025: ₹ 8,955.63)]		
Stores and spares	7,433.15	7,033.70
[includes materials-in-transit 31st March 2026: ₹ 40.98 (31st March 2025: ₹ Nil)]		
	66,571.42	**65,458.84**

(a) Inventories are hypothecated to secure the current and non current borrowings (refer note 43).

(b) The Company recorded inventory write down (net) of Rs 3,848.67 lacs (31st March, 2025: ₹ 9,474.32). This is included as part of cost of materials consumed and changes in inventories of finished goods, work-in-progress and stock-in-trade in statement of profit and loss, as the case may be.

Material accounting policies and other explanatory information

for the year ended 31 March 2026
CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Investments in Equity Instruments measured at FVTPL (fully paid up)				
-Quoted				
Aarti Industries Limited	363.00	1.45	363.00	1.42
Abbott India Limited	22.00	5.70	24.00	7.37
Aditya Birla Capital Limited	4,715.00	13.78	4,715.00	8.73
Ajanta Pharma Limited	177.00	4.97	144.00	3.78
Akzo Nobel India Limited	-	-	124.00	4.46
Ambuja Cements Limited	-	-	309.00	1.66
AU Small Finance Bank Limited	-	-	437.00	2.34
Axis Bank Limited	1,647.00	19.13	1,203.00	13.26
Bajaj Finance Limited	1,584.00	12.69	195.00	17.45
Bajaj Finserv Limited	580.00	9.46	631.00	12.67
Bharti Airtel Limited	1,585.00	28.25	789.00	13.68
Bharti Airtel PP Limited	-	-	911.00	11.79
Birla Corporation Limited	-	-	232.00	2.45
Campus Activewear Limited	1,335.00	2.92	835.00	1.93
Cartrade Tech Limited	907.00	14.97	217.00	3.57
CG Power And Industrial Solutions Limited	-	-	685.00	4.37
Cholamandalam Investment And Finance Company Limited	-	-	201.00	3.06
Cipla Limited	280.00	3.43	280.00	4.04
CMS Info Systems Limited	4,307.00	11.44	4,108.00	18.96
Coforge Limited	266.00	2.97	70.00	5.68
Computer Age Management Services Limited	1,055.00	6.60	142.00	5.29
Crompton Greaves Consumer Electricals Limited	-	-	1,770.00	6.26
DCM Shriram Limited	1,652.00	18.44	1,459.00	15.74
Divis Laboratories Limited	240.00	14.27	240.00	13.86
Dixon Technologies India Limited	-	-	75.00	9.88
Dodla Dairy Limited	297.00	2.88	412.00	4.77
Dr Lal Pathlabs Limited	251.00	3.29	108.00	2.68
Eclerx Services Limited	-	-	582.00	16.16
Fine Organic Industries Limited	55.00	2.18	55.00	2.20
Five-Star Business Finance Limited	649.00	2.29	591.00	4.28
Garware Technical Fibres Limited	372.00	2.26	815.00	7.05
Godrej Consumer Products Limited	271.00	2.67	271.00	3.14
HCL Technologies Limited	449.00	6.02	1,941.00	30.91
HDFC Bank Limited	4,544.00	33.24	2,439.00	44.59
HDFC Life Insurance Company Limited	-	-	328.00	2.25
Hindalco Industries Limited	450.00	3.98	733.00	5.00
ICICI Bank Limited	3,486.00	42.04	3,045.00	41.06
ICICI Lombard General Insurance Company Limited	240.00	4.11	220.00	3.94
IIFL Finance Limited	2,200.00	9.47	1,687.00	5.53
Indigo Paints Limited	181.00	1.29	179.00	1.69
Info Edge India Limited	665.00	6.44	273.00	19.59

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Jindal Stainless Limited	1,714.00	12.19	1,676.00	9.75
KEC International Limited	950.00	4.86	950.00	7.44
Kotak Mahindra Bank Limited	5,905.00	20.87	401.00	8.71
Larsen And Toubro Limited	911.00	31.92	641.00	22.39
Lemon Tree Hotels Limited	3,062.00	3.07	2,188.00	2.81
Maruti Suzuki India Limited	46.00	5.66	29.00	3.34
Mastek Limited	-	-	155.00	3.38
Max Financial Services Limited	1,031.00	15.37	1,215.00	13.94
Multi Commodity Exchange Of India Limited	1,148.00	27.44	265.00	14.07
Narayana Hrudayalaya Limited	2,252.00	36.15	2,492.00	42.17
Navin Fluorine International Limited	70.00	4.31	53.00	2.23
Nestle India Limited	807.00	9.48	367.00	8.26
NTPC Limited	3,506.00	12.99	2,664.00	9.53
Persistent Systems Limited	70.00	3.41	109.00	6.01
Phoenix Mills Limited	-	-	78.00	1.28
PI Industries Limited	-	-	89.00	3.05
Poly Medicure Limited	192.00	2.29	123.00	2.76
Polycab India Limited	153.00	10.47	153.00	7.88
Rainbow Childrens Medicare Limited	303.00	3.52	303.00	4.25
RBL Bank Limited	-	-	8,497.00	14.74
Redington India Limited	17,116.00	34.22	14,017.00	34.05
Reliance Industries Limited	916.00	12.31	700.00	8.93
RHI Magnesita India Limited	-	-	368.00	1.87
Saregama India Limited	-	-	614.00	3.14
Sequent Scientific Limited	-	-	1,903.00	2.49
State Bank Of India	3,420.00	33.50	4,502.00	34.73
Sun Pharmaceutical Industries Limited	780.00	13.71	1,334.00	23.15
Syngene International Limited	-	-	59.00	0.43
Tata Communications Limited	-	-	442.00	6.98
Tata Consultancy Services Limited	-	-	568.00	20.48
Titan Company Limited	113.00	4.47	88.00	2.70
Torrent Pharmaceuticals Limited	43.00	1.81	120.00	3.87
Tube Investments Of India Limited	628.00	15.81	360.00	9.97
Vedant Fashions Limited	313.00	1.10	202.00	1.57
Orchid Pharma Limited	-	-	215.00	1.67
Cello World Limited	288.00	1.12	288.00	1.57
Eureka Forbes Limited	280.00	1.23	280.00	1.52
IDFC First Bank Limited	7,207.00	4.24	4,243.00	2.33
Sobha Limited	166.00	1.97	166.00	2.03
CSB Bank Limited	752.00	2.56	752.00	2.27
KSB Limited	-	-	220.00	1.57
Krishna Institute Of Medical Sciences Limited	618.00	3.84	618.00	3.95
Icici Prudential Life Insurance Company Limited	337.00	1.72	337.00	1.90

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Power Finance Corporation Limited	917.00	3.48	559.00	2.32
Sai Silks Kalamandir Limited	-	-	1,100.00	1.45
Intellect Design Arena Limited	281.00	1.68	217.00	1.50
Metro Brands Limited	-	-	207.00	2.10
Star Health And Allied Insurance Company Limited	-	-	3,100.00	11.06
Venus Pipes & Tubes Limited			203.00	2.45
Alkem Laboratories Limited	125.00	6.62	54.00	2.64
Ramkrishna Forgings Limited	587.00	2.74	700.00	5.41
CCL Products India Limited	-	-	445.00	2.47
Glenmark Pharmaceuticals Limited	168.00	3.58	208.00	3.21
Bank Of Baroda	16,209.00	40.13	20,043.00	45.80
Blue Jet Healthcare Limited	-	-	117.00	1.04
Cholamandalam Financial Holdings Limited	200.00	2.73	376.00	6.59
PVR INOX Limited	280.00	2.57	280.00	2.56
Aavas Financiers Limited	-	-	45.00	0.94
Bharat Electronics Limited	1,421.00	5.69	567.00	1.71
Indus Towers Limited	2,024.00	8.46	2,824.00	9.44
Mahindra And Mahindra Limited	1,749.00	51.69	735.00	19.59
KEI Industries Limited	-	-	26.00	0.75
Adani Ports And Special Economic Zone Limited	665.00	8.73	506.00	5.99
SBFC Finance Limited	-	-	11,281.00	9.96
Shriram Pistons And Rings Limited	402.00	12.13	402.00	7.59
Jindal Steel And Power Limited	139.00	1.55	935.00	8.53
Interglobe Aviation Limited	153.00	6.03	126.00	6.45
DLF Limited	-	-	1,485.00	10.11
Cyient Limited	-	-	996.00	12.60
Dr Reddys Laboratories Limited	-	-	190.00	2.17
ITC Limited	4,724.00	13.59	7,476.00	30.63
Trent Limited	94.00	3.10	146.00	7.77
Aditya Birla Real Estate Limited	1,765.00	19.82	265.00	5.19
Aegis Logistics Limited	-	-	339.00	2.73
Bayer Cropscience India Limited	320.00	14.87	247.00	12.13
Eternal Limited	9,277.00	21.25	8,499.00	17.13
Global Health Limited	-	-	601.00	7.20
Hindustan Unilever Limited	206.00	4.23	547.00	12.35
Indegene Limited	600.00	2.61	600.00	3.47
International Gemmological Institute India Limited	-	-	763.00	2.94
Itc Hotels Limited	-	-	0.10	0.00
Ltimindtree Limited	-	-	36.00	1.62
Lupin Limited	43.00	0.99	113.00	2.29
Mphasis Limited	-	-	96.00	2.40
Mrs. Bectors Food Specialities Limited	-	-	174.00	2.54

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Niit Learning Systems Limited	-	-	3,806.00	15.78
Prudent Corporate Advisory Services Limited	37.00	0.80	125.00	2.92
Reliance Nippon Life Asset	-	-	1,979.00	11.45
Stylam Industries Limited	76.00	1.64	399.00	6.57
Supriya Lifescience Limited	201.00	1.13	295.00	2.17
Va Tech Wabagh Limited	732.00	8.47	732.00	10.65
India Shelter Finance Corporation Limited	297.00	2.24	297.00	2.46
Zen Technologies Limited			126.00	1.86
Nuvama Wealth Management Limited	145.00	1.68	29.00	1.76
Shilchar Technologies Limited	22.00	0.78	33.00	1.74
Inox Wind Limited	-	-	1,060.00	1.73
Manappuram Finance Limited	1,143.00	2.87	2,135.00	4.97
The Anup Engineering Limited	-	-	28.00	0.97
Aarti Pharmalabs Limited	2,576.00	15.25	115.00	0.86
Home First Finance Company India Limited	139.00	1.26	83.00	0.84
Mps Limited	-	-	27.00	0.77
Motilal Oswal Financial Services Limited	142.00	0.90	122.00	0.75
Affle India Limited	-	-	39.00	0.63
Vimta Laboratories Limited	-	-	62.00	0.62
Iifl Capital Services Limited	-	-	274.00	0.59
Swaraj Engines Limited	-	-	13.00	0.50
Mazagon Dock Shipbuilders Limited	-	-	19.00	0.50
Aurionpro Solutions Limited	-	-	30.00	0.48
Action Construction Equipment Limited	-	-	38.00	0.48
Bls International Services Limited	-	-	119.00	0.47
Yatharth Hospital & Trauma Care Services Limited	110.00	0.68	110.00	0.47
Vishnu Chemicals Limited	-	-	100.00	0.46
Newgen Software Technologies Limited	-	-	45.00	0.45
Garware Hi-Tech Films Limited	-	-	11.00	0.43
Aadhar Housing Finance Limited	-	-	102.00	0.43
Tips Music Limited	-	-	68.00	0.43
Aptus Value Housing Finance India Limited	-	-	143.00	0.42
Jindal Drilling Industries Limited	-	-	49.00	0.41
Senores Pharmaceuticals Limited	406.00	3.08	71.00	0.41
Transformers And Rectifiers India Limited	-	-	47.00	0.25
Power Mech Projects Limited	-	-	9.00	0.24
Vidhi Specialty Food Ingredients Limited	-	-	53.00	0.24
Jash Engineering Limited	-	-	41.00	0.24
Hbl Engineering Limited	-	-	50.00	0.24
W P I L Limited	-	-	52.00	0.22
Techno Electric & Engineering Company Limited	-	-	22.00	0.22
Hariom Pipe Industries Limited	-	-	64.00	0.21

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Pix Transmissions Limited	-	-	13.00	0.21
Indo Tech Transformers Limited	-	-	9.00	0.20
Kaynes Technology India Limited	-	-	235.00	11.14
One 97 Communications Limited	1,821.00	17.46	1,857.00	14.55
Piccadily Agro Industries Limited	2,767.00	14.33	1,454.00	8.21
Onesource Specialty Pharma Limited	215.00	3.17	227.00	3.98
Firstsource Solutions Limited	721.00	1.47	721.00	2.45
Gujarat State Petronet Limited	970.00	2.23	819.00	2.39
Aia Engineering Limited	102.00	3.71	62.00	2.08
Ajax Engineering Limited	472.00	1.91	322.00	1.91
Angel One Limited	950.00	2.16	70.00	1.62
Jyothy Labs Limited	443.00	0.87	443.00	1.46
Edelweiss Financial Services Limited	-	-	1,518.00	1.37
Medi Assist Healthcare Services Limited	-	-	240.00	1.09
Cigniti Technologies Limited	100.00	1.09	67.00	0.98
Gopal Snacks Limited	576.00	1.46	246.00	0.65
Oracle Fin Ser Software Limited	457.00	30.76	395.00	31.01
Ncc Limited	8,848.00	11.59	12,104.00	25.35
Zensar Technologies Limited	1,995.00	10.27	1,675.00	11.74
Sharda Cropchem Limited	-	-	2,042.00	11.67
Jindal Saw Limited	-	-	3,700.00	9.99
Karur Vysya Bank Limited	3,609.00	10.44	3,008.00	6.29
Britannia Industries Limited	69.00	3.74	99.00	4.89
Hdfc Asset Management Co Limited	1,492.00	33.07	39.00	1.57
Alivus Life Sciences Limited_Previously.	-	-	3.00	0.03
Camlin Fine Sciences Limited	1,743.00	1.69	2,543.00	4.27
Ultratech Cement Limited	35.00	3.76	35.00	4.03
Dalmia Bharat Limited	100.00	1.78	220.00	4.01
Vedanta Limited	3,599.00	23.57	861.00	3.99
Lic Housing Finance Limited	-	-	600.00	3.38
Bharat Petroleum Corporation Limited	1,428.00	4.01	1,200.00	3.34
Shriram Finance Limited	467.00	4.07	400.00	2.62
Abb India Limited	250.00	14.84	-	-
Acme Solar Holdings Limited	325.00	0.85	-	-
Acutaas Chemicals Limited	22.00	0.56	-	-
Adani Enterprises Limited	126.00	2.22	-	-
Aditya Birla Sun Life Amc Limited.	1,459.00	12.81	-	-
Aether Industries Limited	368.00	4.03	-	-
Apl Apollo Tubes Limited	69.00	1.34	-	-
Atul Limited	79.00	5.03	-	-
Aurobindo Pharma Limited	651.00	8.49	-	-
Awl Agri Business Limited	1,700.00	3.02	-	-
Bajaj Auto Limited	67.00	5.88	-	-

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Caplin Point Laboratories Limited	740.00	11.14	-	-
Capri Global Capital Limited	248.00	0.41	-	-
Care Ratings Limited	223.00	3.23	-	-
Creditaccess Grameen Limited	71.00	0.82	-	-
Crizac Limited	2,379.00	4.21	-	-
Cummins India Limited	552.00	24.84	-	-
Deepak Fertilisers And Petrochemicals Corporation Limited	476.00	4.33	-	-
Dynamatic Technologies Limited	48.00	4.32	-	-
Fredun Pharmaceuticals Limited	25.00	0.42	-	-
Gng Electronics Limited	398.00	1.40	-	-
Grasim Industries Limited	283.00	7.24	-	-
Interarch Building Solutions Limited	20.00	0.33	-	-
Jsw Dulux Limited	124.00	3.53	-	-
Kansai Nerolac Paints Limited	2,351.00	3.93	-	-
Lumax Industries Limited	11.00	0.51	-	-
Mankind Pharma Limited	150.00	3.01	-	-
Marksans Pharma Limited	8,606.00	13.50	-	-
Max Healthcare Institute Limited	1,808.00	17.39	-	-
Medplus Health Services Limited	327.00	2.75	-	-
National Aluminium Company Limited	221.00	0.85	-	-
P N Gadgil Jewellers Limited	302.00	1.60	-	-
Pb Fintech Limited	226.00	3.23	-	-
Piramal Pharma Limited	1,354.00	1.85	-	-
Pnb Housing Finance Limited	1,548.00	11.69	-	-
Pondy Oxides & Chemicals Limited.	41.00	0.41	-	-
R R Kable Limited	93.00	1.20	-	-
Sagility India Limited	74,995.00	29.96	-	-
Sarda Energy & Minerals Limited	161.00	0.82	-	-
Sbi Life Insurance Company Limited	190.00	3.38	-	-
Sky Gold Limited	137.00	0.44	-	-
Sona Blw Precision Forgings Limited	749.00	3.61	-	-
T D Power Systems Limited	2,070.00	17.62	-	-
Tech Mahindra Limited	1,455.00	20.17	-	-
The South Indian Bank Limited	39,126.00	13.39	-	-
Ujjivan Small Finance Bank Limited	2,217.00	1.12	-	-
V2 Retail Limited	270.00	0.51	-	-
Vintage Coffee And Beverages Limited	1,680.00	2.22	-	-
Zinka Logistics Solutions Limited	162.00	0.93	-	-
'Investment in mutual funds measured at FVTPL				
-Quoted				
Aditya Birla Sun Life Flexi Cap Fund -Growth-Rp	8,162.94	152.20	8,162.94	150.34
Franklin Flexi Cap Fund-Growth-Dp	24,427.72	395.66	24,427.72	412.52
ICICI Prudential Banking & Financial Services Fund-Growth-Dp	44,668.54	58.99	44,668.54	61.50

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(Rupees in lakhs, unless otherwise stated)

Note: 10 Current investments (contd)

Particulars	31 March 2026		31 March 2025	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Kotak Emerging Equity Fund-Growth-Dp	256,029.16	364.06	256,029.16	349.09
SBI Contra Fund - Dp	87,755.52	334.38	87,755.52	342.68
ICICI Liquid Fund- Dp Growth	12,586.66	51.31	-	-
Bandhan Liquid Fund- Dp Growth	1,543.43	51.35	-	-
ICICI Pru India Opportunities Fund-Direct Plan Growth	997,928.72	364.64	-	-
Bandhan Large & Mid Cap Fund-Direct Plan Growth	252,114.81	363.47	-	-
Invesco India Multi Asset Allocation Fund Direct (G)	1,578,453.04	185.48	-	-
Hdfc Focused Fund -Direct Plan- Growth Option	37,106.47	88.37	-	-
Nippon India Etf Nifty Bees	62,411.00	160.15	-	-
Invesco India Contra Fund- Direct Plan Growth	124,399.42	171.25	-	-
'Investment in non convertible debenture measured at amortised cost (secured)				
-Quoted				
Manipal Education And Medical Group India Private Limited	50.00	209.21	50.00	209.21
		4,329.80		**2,832.62**
Aggregate amount of quoted investments		**4,329.80**		**2,832.62**
Aggregate Market value of quoted investments		**4,329.80**		**2,832.62**
Aggregate amount of unquoted investments		-		-
Aggregate amount of impairment in value of investments		-		-

* Number is in absolute terms.

Note: 11 Trade receivables

Particulars	31 March 2026	31 March 2025
Unsecured		
Considered good	15,277.39	19,353.94
Credit impaired	387.00	340.78
	15,664.39	**19,694.72**
Less: Impairment allowance	387.00	340.78
	15,277.39	**19,353.94**
Secured		
Considered good	695.41	824.36
	15,972.80	**20,178.30**

(a) Trade receivables have been hypothecated to secure the short term and long term borrowings (refer note 43).

(b) Includes receivable from related parties of ₹ 135.27 (31st March 2025 : ₹ 180.89) (refer note 52).

(c) The amount is secured against security deposit received from customers.

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Trade receivables (contd)

Trade receivables ageing schedule

As at 31 March 2026	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
(i) Considered good	10,232.20	5,146.79	369.67	194.30	29.24	0.60	15,972.80
(ii) Which have significant increase in credit risk	-	-	-				-
(iii) Credit impaired	-	45.46	69.49	47.54	41.23	68.65	272.37
Disputed							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	26.38	8.38	1.13	78.74	114.63
Total	**10,232.20**	**5,192.25**	**465.54**	**250.22**	**71.60**	**147.99**	**16,359.80**
Less: Impairment allowance							387.00
Total Trade receivables							**15,972.80**

As at 31 March 2025	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
(i) Considered good	14,978.41	4,478.76	240.05	413.16	52.05	15.87	20,178.30
(ii) Which have significant increase in credit risk	-	-	-				-
(iii) Credit impaired	-	15.65	30.42	63.00	29.76	61.98	200.81
Disputed							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	18.04	-	121.93	139.97
Total	**14,978.41**	**4,494.41**	**270.47**	**494.20**	**81.81**	**199.78**	**20,519.08**
Less: Impairment allowance							340.78
Total Trade receivables							**20,178.30**

Note: 12 Cash and cash equivalents

Particulars	31 March 2026	31 March 2025
Cash and cash equivalents:		
Cash on hand	7.03	11.16
Foreign currency on hand	-	0.44
Bank deposit having original maturity less than 3 months	200.00	-
Cash in PMS portfolio	43.43	61.78
Balances with banks:		
On current accounts	15.18	20.77
On cash credit accounts	1,253.86	197.28
	1,519.50	**291.43**

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 13 Bank balances other than (iii)

Particulars	31 March 2026	31 March 2025
Unpaid dividend accounts (refer (a) below)	16.47	21.37
Bank deposits* (refer (b) below)	-	48.00
Interest accrued on bank deposits	-	0.27
	16.47	**69.64**

'* deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the balance sheet date.

Note:

(a) Earmarked for payment of unpaid / unclaimed dividends. The corresponding liability is disclosed as unclaimed dividend in note 27.

(b) Bank deposit amounting ₹ Nil (31st March 25: ₹ 48.00) along with interest accrued thereon is on lien against letter of credit (refer note 43).

Note: 14 Loans

Particulars	31 March 2026	31 March 2025
Loans to employees	40.82	73.48
	40.82	**73.48**

No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person.

Note: 15 Other current financial assets

Particulars	31 March 2026	31 March 2025
Security deposits		
Considered good	54.32	99.03
Doubtful	7.50	7.50
Less: Provision for doubtful security deposit	(7.50)	(7.50)
Net Security deposits	**54.32**	**99.03**
Margin money deposit (refer (a) below)	6.45	6.45
Interest accrued on bank deposits	8.35	7.23
Dividend receivable	0.44	0.02
Insurance claim receivable	7.97	-
Interest accrued on deposits and others	44.98	77.04
Export incentives receivable	96.52	74.01
Receivable from statutory/government authorities	2.34	0.71
Others receivables	1,016.05	644.78
	1,237.42	**909.27**

(a) Margin money given towards bank guarantee (refer note 43).

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 16 Other current assets

Particulars	31 March 2026	31 March 2025
Advances to suppliers		
Considered good	1,247.27	2,242.73
Considered doubtful	16.43	16.43
Less : Impairment allowance	(16.43)	(16.43)
Net advances to suppliers	**1,247.27**	**2,242.73**
Advances recoverable in cash or kind		
Considered good	40.85	64.35
Considered doubtful	1.31	1.31
Less: Provision for doubtful advances	(1.31)	(1.31)
Net advances recoverable in cash or kind	**40.85**	**64.35**
Prepaid expenses	1,913.10	1,139.07
Balance with statutory/government authorities	7,520.22	9,433.63
Others	25.87	60.80
	10,747.31	**12,940.58**

Note - Includes advance to related parties of ₹ 0.56 (31st March 2025 : ₹ 38.77) (refer note 52)

Note: 17 Equity share capital

Particulars	31 March 2026	31 March 2025
Authorised		
1,97,50,000 (31st March 2025; 1,97,50,000) equity shares of ₹ 10/- each	1,975.00	1,975.00
Issued		
1,13,75,179 (31st March 2025: 1,13,75,179) equity shares of ₹ 10/- each	1,137.52	1,137.52
Subscribed and paid-up		
1,11,78,679 (31st March 2025: 1,11,78,679) equity shares of ₹ 10/- each fully paid up	1117.87	1117.87
Add: Forfeited equity shares:		
Amount paid-up on 1,96,500 (31st March 2025: 1,96,500) equity shares	10.07	10.07
	1,127.94	**1,127.94**

(a) Reconciliation of the number of shares outstanding is set out below:

Particulars	31 March 2026	31 March 2025
Equity shares at the beginning of the year	1,11,78,679	1,11,78,679
Addition during the year	-	-
Equity shares at the end of the year	1,11,78,679	1,11,78,679

(b) Rights, preference and restrictions attached to shares issued:

The company has only one class of equity shares having a par value of ₹ 10/- each. Each equity shareholder is entitled to one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 17 Equity share capital (contd)

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

Name of the shareholders	31 March 2026		31 March 2025	
	Number of shares*	% held	Number of shares*	% held
Prasan Lohia Family Trust	878,721	7.86	878,721	7.86
Manoj Lohia Family Trust	878,721	7.86	878,721	7.86
Sri M K Lohia Family Trust	1,757,532	15.72	1,757,532	15.72
Deepak Lohia Family Trust	1,017,045	9.10	1,017,045	9.10
Bikash Lohia Family Trust	1,068,587	9.56	1,068,587	9.56
Ms. Ruchira Lohia	1,038,016	9.29	732,145	6.55
Mr. Prakash Lohia	562,196	5.03	473,161	4.23
	7,200,818	**64.42**	**6,805,912**	**60.88**

*Number is in absolute terms.

(d) Details of shares held by the promoters and promoter groups in the Company:

Promoter Name	31 March 2026			31 March 2025	
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares
Mrs. Sita Devi Lohia	-	-	(0.80)	89,035	0.80
Mr. Prakash Lohia	562,196	5.03	0.80	473,161	4.23
Prakash Lohia (HUF)	68	-	-	68	-
Mrs. Neera Lohia	185,540	1.66	-	185,540	1.66
Mr. Madhusudan Lohia	396,235	3.54	-	396,235	3.54
Mrs. Mita Lohia	136	-	-	136	-
Ms. Vani Lohia	3,390	0.03	-	3,390	0.03
Mr. Mihir Man Lohia	1,356	0.01	-	1,356	0.01
Champalal Lohia (HUF)	68	-	-	68	-
Mrs. Tara Devi Lohia	-	-	(2.10)	234,822	2.10
Mr. Bikash Lohia	478,122	4.28	1.05	360,711	3.23
Mrs. Shashi Lohia	20,505	0.18	-	20,505	0.18
Mr. Deepak Lohia	264,933	2.37	1.05	147,522	1.32
Late Mrs. Sheela Lohia	-	-	(2.74)	305,871	2.74
Ms. Ruchira Lohia	1,038,016	9.29	2.74	732,145	6.55
Mr. Rupchand Lohia	-	-	(3.14)	350,941	3.14
Mr. Rupchand Lohia (HUF)	-	-	-	68	-
Mrs. Praveena Lohia	452,774	4.05	3.14	101,765	0.91
Mr. Prasan Lohia	208,005	1.86	-	208,005	1.86
Mr. Prasan Lohia (HUF)	68	-	-	68	-
Mrs. Meghna Lohia	70,023	0.63	-	70,023	0.63
Mr. Abhiroop Lohia	35,011	0.31	-	35,011	0.31
Ms. Anuja Lohia	35,011	0.31	-	35,011	0.31
Mr. Manoj Lohia	142,016	1.27	-	142,016	1.27
Manoj Lohia (HUF)	68	-	-	68	-
Mrs. Vandana Lohia	87,533	0.78	-	87,533	0.78
Ms. Pragya Lohia	34,500	0.31	-	34,500	0.31
Ms. Prekshi Lohia	84,000	0.75	-	84,000	0.75

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(Rupees in lakhs, unless otherwise stated)

Note: 17 Equity share capital (contd)

Promoter Name	31 March 2026			31 March 2025	
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares
Mrs. Uma Singhi & Mr. Madan Mohan Singhi (Jointly)	80,068	0.72	-	80,068	0.72
Mr. Madan Mohan Singhi & Mrs. Uma Singhi (Jointly)	25,800	0.23	-	25,800	0.23
Mrs. Nayantara Agrawal	81,118	0.73	-	81,118	0.73
Mr. Govind Mundra & Mrs. Asha Mundra (Jointly)	2,200	0.02	-	2,200	0.02
Mr. Govind Mundra	7,800	0.07	-	7,800	0.07
Mr. Nripen Kumar Dugar	600	0.01	-	600	0.01
Mrs. Asha Mundhra	80,068	0.72	-	80,068	0.72
Ms. Radhika Lohia	100,000	0.89	-	100,000	0.89
Mr. Anurag Lohia	100,000	0.89	-	100,000	0.89
Ms. Priyanka Lohia	300,000	2.68	-	300,000	2.68
Mr. Madan Mohan Singhi	100	-	-	100	-
Ms. Meera Lohia	100,000	0.89	-	100,000	0.89
Prasan Lohia Family Trust	878,721	7.86	-	878,721	7.86
Manoj Lohia Family Trust	878,721	7.86	-	878,721	7.86
Sri M K Lohia Family Trust	1,757,532	15.72	-	1,757,532	15.72
Deepak Lohia Family Trust	1,017,045	9.10	-	1,017,045	9.10
Bikash Lohia Family Trust	1,068,587	9.56	-	1,068,587	9.56
Kasturi Bai Gopi Babu Cold Storage Private Limited	67,800	0.61	-	67,800	0.61
	10,645,734	**95.22**	**-**	**10,645,734**	**95.22**

The above promoter shareholding is in accordance with the definition of promoter as per Section 2(69) of the Companies Act, 2013.

* Number is in absolute terms.

(d) Details of shares held by the promoters and promoter groups in the Company (Cont'd)

Promoter Name	31 March 2025			31 March 2024	
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares
Mrs. Sita Devi Lohia	89,035	0.80	(15.71)	1,845,467	16.51
Mr. Prakash Lohia	473,161	4.23	-	473,161	4.23
Prakash Lohia (HUF)	68	-	-	68	-
Mrs. Neera Lohia	185,540	1.66	-	185,540	1.66
Mr. Madhusudan Lohia	396,235	3.54	-	396,235	3.54
Mrs. Mita Lohia	136	-	-	136	-
Ms. Vani Lohia	3,390	0.03	-	3,390	0.03
Mr. Mihir Man Lohia	1,356	0.01	-	1,356	0.01
Champalal Lohia (HUF)	68	-	-	68	-
Mrs. Tara Devi Lohia	234,822	2.10	(17.92)	2,237,854	20.02
Mr. Bikash Lohia	360,711	3.23	(0.82)	452,196	4.05
Mrs. Shashi Lohia	20,505	0.18	-	20,505	0.18

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Note: 17 Equity share capital (contd)

Promoter Name	31 March 2025			31 March 2024	
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares
Mr. Deepak Lohia	147,522	1.32	0.58	83,045	0.74
Ms. Usha Lohia**	-	-	(1.82)	203,392	1.82
Mrs. Sheela Lohia	305,871	2.74	-	305,871	2.74
Ms. Ruchira Lohia	732,145	6.55	-	732,145	6.55
Mr. Rupchand Lohia	350,941	3.14	(3.19)	707,789	6.33
Mr. Rupchand Lohia (HUF)	68	-	-	68	-
Mrs. Praveena Lohia	101765	0.91	-3.19	458613	4.1
Mr. Prasan Lohia	208,005	1.86	-	208,005	1.86
Mr. Prasan Lohia (HUF)	68	-	-	68	-
Mrs. Meghna Lohia	70,023	0.63	-	70,023	0.63
Mr. Abhiroop Lohia	35,011	0.31	-	35,011	0.31
Ms. Anuja Lohia	35,011	0.31	-	35,011	0.31
Mr. Manoj Lohia	142,016	1.27	-	142,016	1.27
Manoj Lohia (HUF)	68	-	-	68	-
Mrs. Vandana Lohia	87,533	0.78	-	87,533	0.78
Ms. Pragya Lohia	34,500	0.31	-	34,500	0.31
Ms. Prekshi Lohia	84,000	0.75	-	84,000	0.75
Mrs. Uma Singhi & Mr. Madan Mohan Singhi (Jointly)	80,068	0.72	-	80,068	0.72
Mr. Madan Mohan Singhi & Mrs. Uma Singhi (Jointly)	25,800	0.23	-	25,800	0.23
Mrs. Nayantara Agrawal	81,118	0.73	-	81,118	0.73
Mr. Govind Mundra & Mrs. Asha Mundra (Jointly)	2,200	0.02	-	2,200	0.02
Mr. Govind Mundra	7,800	0.07	-	7,800	0.07
Mr. Nripen Kumar Dugar	600	0.01	-	600	0.01
Mrs. Asha Mundhra	80,068	0.72	-	80,068	0.72
Ms. Radhika Lohia	100,000	0.89	0.44	50,000	0.45
Mr. Anurag Lohia	100,000	0.89	-	100,000	0.89
Ms. Priyanka Lohia	300,000	2.68	-	300,000	2.68
Mr. Madan Mohan Singi	100	-	-	100	-
Ms. Meera Lohia	100,000	0.89	0.89	-	-
Prasan Lohia Family Trust	878,721	7.86	7.86	-	-
Manoj Lohia Family Trust	878,721	7.86	7.86	-	-
Sri M K Lohia Family Trust	1,757,532	15.72	15.72	-	-
Deepak Lohia Family Trust	1,017,045	9.10	9.10	-	-
Bikash Lohia Family Trust	1,068,587	9.56	9.56	-	-
Kasturi Bai Gopi Babu Cold Storage Private Limited	67,800	0.61	-	67,800	0.61
	10,645,734	**95.22**	**9.36**	**9,598,688**	**85.86**

The above promoter shareholding is in accordance with the definition of promoter as per Section 2(69) of the Companies Act, 2013.

* Number is in absolute terms.

** Shares of Ms. Usha Lohia has been transferred to Mrs. Tara Devi Lohia on 3 December 2024.

e) No shares have been issued for consideration other than cash or as bonus shares and no shares have been bought back in the five years immediately preceeding the balance sheet date.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 18 Other equity

Particulars	31 March 2026	31 March 2025
Reserves and surplus:		
Securities premium reserve	339.72	339.72
Capital redemption reserve	3.16	3.16
Statutory reserve	233.59	233.59
General reserve	14,638.06	14,634.76
Retained earnings	119,153.45	118,965.42
Total (I)	**134,367.98**	**134,176.65**
Other comprehensive income :		
Equity instruments through other comprehensive income	326.72	393.23
Total (II)	**326.72**	**393.23**
Total other equity (I+II)	**134,694.70**	**134,569.88**

Nature and purpose of other reserves:

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of the Act.

Statutory reserve

This Reserve has been transferred to the Company in the course of business combinations and it represents profits transferred before declaration of dividend by the Company as per the requirement of the Reserve Bank of India (RBI) for NBFC. The same can be utilised in accordance with the RBI Act, 1934.

Capital Redemption reserve

This Reserve has been transferred to the Company in the course of business combinations and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as bonus issue etc. This represents free reserve.

Equity Instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of investments in equity securities which are not held for trading in other comprehensive income. These changes are accumulated within the FVOCI equity investments through other reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Retained earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 19 Non current borrowings

Particulars	31 March 2026	31 March 2025
Secured		
Term loan		
From banks		
Indian rupee loans (refer (a) below)	23,474.99	24,800.73
Foreign currency loan	-	-
	23,474.99	**24,800.73**
Less:- Current maturities of long term debt (payable with in a year)		
Indian rupee loans (refer (a),(b) and (c) below)	5,975.00	9,590.88
Foreign currency loan	-	-
	5,975.00	**9,590.88**
	17,499.99	**15,209.85**

(a) Repayment terms and nature of security given for Indian rupee loan from banks:

Bank	31 March 2026	31 March 2025	Nature of Securities	Repayment Terms
Axis Bank Limited	-	18,850.73	Exclusive charge on both movable and immovable property, plant and equipment of Halol project of the Company. Second pari passu charge by way of hypothecation of the entire stock of goods, consumable and stores, other current assets and book debts of the Company both present and future.	Sanctioned loan amount is ₹ 32,500. Repayable in eleven equal quarterly instalments of ₹ 2,708 and last instalment of ₹ 2,712 was due in January 2027. Interest is payable monthly at the rate of 5.75 % p.a. Balance loan of ₹ 16252 has been paid on 31st July 2025 as pre-closure.
The Hongkong and Shanghai Banking Corporation Limited	3,250.00	4,250.00	Exclusive charge on plant & machinery being financed thorugh HSBC term loan and also having exclusive charge on immovable property, plant and equipment of Dahej plant. Second pari passu charge on current assets of the Company both present and future.	Repayable in twenty equal quarterly instalments of ₹ 250 and last instalment is due in June 2029. Interest is payable monthly at the floating interest rate, sum of 3 month T BILL +Spread per annum.
The Hongkong and Shanghai Banking Corporation Limited	1,300.00	1,700.00	Exclusive charge on plant & machinery being financed thorugh HSBC term loan and also having exclusive charge on immovable property, plant and equipment of Dahej plant. Second pari passu charge on current assets of the Company both present and future.	Repayable in twenty equal quarterly instalments of ₹ 100 and last instalment is due in June 2029. Interest is payable monthly at the floating interest rate, sum of 3 month T BILL +Spread per annum.
ICICI bank limited	18,924.99	-	Exclusive charge on both movable and immovable property, plant and equipment of Halol project of the Company. Second pari passu charge on current assets of the Company both present and future.	Sanctioned loan amount is ₹ 19,000. Repayable in twenty structured quarterly instalments (Including morotorium of four quarters), starts from 31st October 2026 and last instalment is due on 31st July 2030. Interest is payable monthly at the floating interest rate, sum of I-MCLR-1Y +Spread per annum.
	23,474.99	**24,800.73**		

(b) Outstanding balances of loan as indicated in (a) is inclusive of current maturities of such loan as disclosed in note 24.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 19 Non current borrowings (contd)

(c) The term loan availed from The Hongkong and Shanghai Banking Corporation Limited is subject to specified financial covenants requiring the Company to maintain certain financial ratios. During the year, the Company has not complied with certain of these covenant requirements. Accordingly, the outstanding loan as at 31st March 2026 amounting to ₹ 4,550 has been reclassified from non-current borrowings to current maturities of long-term debt. As at the reporting date, the lender has not exercised its right to demand early repayment.

(d) Registration of charges or satisfaction with Registrar of Companies

(i) There are certain charges yet to be satisfied with Registrar of Companies as follows:

Bank	31 March 2026	31 March 2025	Repayment Terms
Kotak Mahindra Bank Limited	-	2,300.00	Charge satisfied on 23 July 2025.
Axis Bank Limited	-	19,000.00	Charge satisfied on 22 April 2025.
Axis Bank Limited	-	9,000.00	Charge satisfied on 22 April 2025.
Axis Bank Limited	3,000.00	-	Charge already created against consortium facility so the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.
Icici Bank Limited	4,600.00	-	Charge already created against consortium facility so the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.
United Bank of India	25.00	25.00	Charge was last modified on 12 October 1982 being an old case the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.

(ii) There are no charges yet to be created with Registrar of Companies as on 31st March 2026.

Note: 20 Non current lease liabilities

Particulars	31 March 2026	31 March 2025
Lease liabilities (refer note 42)	1,601.93	1,106.26
	1,601.93	**1,106.26**

Note: 21 Non current provisions

Particulars	31 March 2026	31 March 2025
Provision for decommissioning	674.43	617.41
	674.43	**617.41**

Note: 22 Deferred tax liabilities (net)

Particulars	31 March 2026	31 March 2025
Deferred tax liabilities		
Property, plant and equipment and other intangible assets	5,730.12	4,552.14
Fair valuation of financial instruments- Investments	473.19	488.09
Others	-	18.52
	6,203.31	**5,058.75**
Deferred tax assets		
Lease liabilities (net of right-of-use assets)	67.54	39.64
Provision for employee benefits	374.29	364.59
Expected credit loss/impairment of financial and non-financial assets	103.75	92.12
Expenses allowed for tax purpose on payment basis	211.55	4.96

Material accounting policies and other explanatory information

for the year ended 31 March 2026
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(Rupees in lakhs, unless otherwise stated)

Note: 22 Deferred tax liabilities (net) (contd)

Particulars	31 March 2026	31 March 2025
Bussiness loss and unabsorbed depreciation	2,291.20	1,908.70
Others	313.45	15.09
	3,361.78	**2,425.10**
	2,841.53	**2,633.65**

Movements in deferred tax liabilities

Particulars	01 April 2025	Recognised in Other Comprehensive Income	Recognised in Statement of Profit and Loss	31 March 2026
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	4,552.14	-	1,177.98	5,730.12
Fair valuation of financial instruments- Investments	488.09	(22.37)	7.47	473.19
Others	18.52	-	(18.52)	-
Sub total (A)	**5,058.75**	**(22.37)**	**1,166.93**	**6,203.31**
Deferred tax assets				
Lease liabilities (net of right-of-use assets)	39.64	-	27.90	67.54
Provision for employee benefits	364.59	(90.89)	100.59	374.29
Expected credit loss/impairment of financial and non-financial assets	92.12	-	11.63	103.75
Expenses allowed for tax purpose on payment basis	4.96	-	206.59	211.55
Business loss and unabsorbed depreciation	1,908.70	-	382.50	2,291.20
Others	15.09	-	298.36	313.45
Sub total (B)	**2,425.10**	**(90.89)**	**1,027.57**	**3,361.78**
Total (A-B)	**2,633.65**	**68.52**	**139.36**	**2,841.53**

Note: 22 Deferred tax liabilities (net) (contd)

Particulars	01 April 2024	Recognised in Other Comprehensive Income	Recognised in Statement of Profit and Loss	31 March 2025
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	2,905.72	-	1,646.42	4,552.14
Lease liabilities (net of right-of-use assets)	45.84	-	(45.84)	-
Fair valuation of financial instruments- Investments	926.01	120.81	(558.73)	488.09
Others	67.67	-	(49.15)	18.52
Sub total (A)	**3,945.24**	**120.81**	**992.70**	**5,058.75**
Deferred tax assets				
Lease liabilities (net of right-of-use assets)	-	-	39.64	39.64
Provision for employee benefits	511.17	(200.91)	54.33	364.59
Expected credit loss/impairment of financial and non-financial assets	103.35	-	(11.23)	92.12
Expenses allowed for tax purpose on payment basis	82.17	-	(77.21)	4.96
Business loss and unabsorbed depreciation	-	-	1,908.70	1,908.70
Others	16.62	-	(1.53)	15.09
Sub total (B)	**713.31**	**(200.91)**	**1,912.70**	**2,425.10**
Total (A-B)	**3,231.93**	**321.72**	**(920.00)**	**2,633.65**

Material accounting policies and other explanatory information

for the year ended 31 March 2026
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(Rupees in lakhs, unless otherwise stated)

Note: 23 Other non-current liabilities

Particulars	31 March 2026	31 March 2025
Deferred government grants	1,002.24	59.94
	1,002.24	**59.94**

Government grants are related to the new plant establishment at Halol location as assistance for interest subsidy on capital investment under Aatmanirbhar Gujarat Scheme. There are no unfulfilled conditions or other contingencies attached to these grants. Besides this some are related to acquisition of plant & machinery for Potato flakes plant & CO-GEN plant.The Company did not benefit directly from any other forms of government assistance.

Note: 24 Current borrowings

Particulars	31 March 2026	31 March 2025
Secured		
Working capital loans (refer (a), (b) and (c) below)		
From banks:		
Cash credit	-	1,702.03
Rupee packing credit loan (refer (d) below)	16,500.00	3,550.00
Working capital demand loan (refer (e) below)	15,200.00	5,301.17
Current maturities of long-term debt (refer note 19)	5,975.00	9,590.88
Others (refer (e) below)		
Bills discounted with bank	1,025.00	1,025.00
Unsecured	**38,700.00**	**21,169.08**
Working capital loans		
From banks:		
Rupee packing credit loan (refer (d) below)	-	24,490.00
Working capital demand loan (refer (e) below)	-	6,600.00
Others:		
From related parties (refer (g) below)	2,106.50	2,780.50
	2,106.50	**33,870.50**
	40,806.50	**55,039.58**

(a) Working capital loans are secured by way of:

i) Primary Security : Hypothecation of the trade receivables and inventories of the Company on pari-passu basis, both present and future.

ii) Collateral Security: Second Charge on the entire property, plant and equipment of the Company including capital work in progress except those assets charged exclusively to other banks, both present and future, on pari passu basis, with other consortium banks.

(b) Freehold land with carrying value of ₹ 1,912.37 (31st March 2025 : ₹ 1,912.37) (Hapur ₹ 143.09 , Hosur ₹ 392.19 and Rohad ₹ 1377.09) have been mortgaged for availing working capital loan from Axis Bank Consortium.

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 24 Current borrowings (contd)

Details are as follows:

Description	Land area (in sq mtr.)	31 March 2026	31 March 2025
Factory Land-Hosur -Plot No 20/1B & 19	13,597.43	96.17	96.17
Factory Land-Hosur- Plot No 49/1A & 48/2C	3,035.00	56.19	56.19
Factory Land-Hosur- Plot No 49/1A & 49/1B	1,012.00	24.65	24.65
Factory Land-Hosur- Plot No 49/1B	4,046.85	70.13	70.13
Land at Hosur-Plot No: 49/1A , 48/2C	3,035.00	78.00	78.00
Land at Hosur-Plot No: 49/1A , 49/1B	1,821.00	67.05	67.05
Factory Land-Hapur- Khasara 364/419,367	3,600.00	8.25	8.25
Factory Land-Hapur- Khasra 420	150.00	0.02	0.02
Factory Land-Hapur- Khasra 421	8,350.00	0.49	0.49
Factory Land-Hapur- Khasra 422	5,190.00	0.42	0.42
Factory Land-Hapur- Khasra 423	2,350.00	0.78	0.78
Factory Land-Hapur- Khasra 429	6,830.00	1.68	1.68
Factory Land-Hapur- Khasra 435	18,000.00	59.32	59.32
Freehold Land-Hapur- HPDA-PB-01	4,397.88	72.13	72.13
Freehold Land-Rohad-Khasra No.143/144/181	45,931.82	1377.09	1377.09
		1912.37	**1912.37**

(c) Freehold Land measuring an area of 18.40 acres at Rohad with carrying value of ₹ 742.50 (31st March 2025 ₹ 742.50) belongs to Merino Properties Limited erstwhile Merino Exports Private Limited has been mortgaged as Corporate Guarantor to secure the working capital loan taken by the Company from Axis Bank Consortium.

(d) Packing credit loan is repayable within 180 days (31st March 2025 : within 180 days) from the date of drawdown by the Company. The effective weighted-average contractual rate of 7.55% per annum (31st March 2025: 7.97 % per annum) calculated using the effective interest rates for the respective borrowings as at reporting dates.

(e) Working capital demand loan is repayable within 180 days ((31st March 2025: within 180 days) from the date of drawdown by the Company. The effective weighted-average contractual rate of 7.68% per annum (31st March 2025: 8.41 % per annum) calculated using the effective interest rates for the respective borrowings as at reporting dates.

(f) Bills discounting facilities are secured by first loss default guarantee issued by the Company in favor of respective bank up to a ceiling of 7.5% (7.5% as on 31st March 2025) of the sanctioned limits.

(g) Loan from Merino Properties Private Limited ₹ 2,106.50 (31st March 2025: ₹ 2,780.50) are unsecured, repayable on demand bearing interest rate 10.50%.

Note: 25 Current lease liabilities

Particulars	31 March 2026	31 March 2025
Lease liabilities (refer note 42)	677.07	510.42
	677.07	**510.42**

Note: 26 Trade payables

Particulars	31 March 2026	31 March 2025
Trade payables		
-Total outstanding dues of micro enterprises and small enterprises ('MSME')	1,603.60	1,438.55
-Total outstanding dues of creditors other than micro enterprises and small enterprises ('MSME')	25,796.16	23,174.38
	27,399.76	**24,612.93**

Note - Includes payable to related parties of ₹ 1174.64 (31st March 2025 : ₹ 38.70) (refer note 52)

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 26 Trade payables (contd)

Trade receivables ageing schedule

31 March 2026	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	1,150.08	394.36	6.55	9.81	42.80	1,603.60
ii) Others	24,059.17	1,459.22	59.46	134.34	36.56	25,748.75
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - others	-	0.04	-	-	47.37	47.41
Total	**25,209.25**	**1,853.62**	**66.01**	**144.15**	**126.73**	**27,399.76**

31 March 2025	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	961.25	64.71	121.34	287.05	4.20	1,438.55
ii) Others	21,596.46	178.99	49.57	1,179.00	122.16	23,126.18
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - others	-	-	-	-	48.20	48.20
Total	22,557.71	243.70	170.91	1,466.05	174.56	**24,612.93**

Note: 27 Other current financial liabilities

Particulars	31 March 2026	31 March 2025
Interest accrued but not due on borrowings	72.46	584.46
Liabilities for purchase of capital assets	211.30	368.87
Derivative liability	775.37	8.93
Employee benefits payable	3,274.15	2,916.12
Security deposits from customers and suppliers	1,388.73	1,496.28
Refund liability against periodical schemes	2,708.56	2,196.38
Unpaid dividend*	16.47	21.37
Other payables	13.71	13.71
	8,460.75	**7,606.12**

* There are no amount due and outstanding as at year end to be credited to Investor education and protection fund under Sub-section 5 of Section 124 of the Act.

Note: 28 Other current liabilities

Particulars	31 March 2026	31 March 2025
Contract liability against loyalty points and others	1,973.19	3,365.56
Advances from customers/contract liabilities	2,353.95	3,252.25
Statutory dues	889.05	1,220.43
	5,216.19	**7,838.24**

Note: 29 Current provisions

Particulars	31 March 2026	31 March 2025
Provision for employee benefits (refer note 46)		
Compensated absences*	1,460.95	1,429.15
Defined benefit obligations (gratuity)	26.23	19.48
Provision for litigation	332.69	305.57
	1,819.87	**1,754.20**

* The provision for compensated absences has been considered as current since employees have an unconditional right of availment of leave at any time.

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(Rupees in lakhs, unless otherwise stated)

Note: 30 Revenue from operations

Particulars	31 March 2026	31 March 2025
(i) Sale of products		
Domestic	160,120.33	144,239.66
Export	73,325.74	67,575.13
(ii) Traded Goods		
Domestic	15,990.82	16,017.59
Export	175.68	58.59
	249,612.57	**227,890.97**
(ii) Sale of services		
Domestic	50.35	12.52
Export	0.60	-
(iii) Other operating revenues		
Export incentives	607.98	700.38
Scrap sales	1,780.39	1,516.29
Others	4.50	18.55
Revenue from operations	**252,056.39**	**230,138.71**

Note 30.1: Disclosures as per Ind AS 115

1. Revenue from contracts with customers:

1.1: Disaggregated revenue information:

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Segment:	31 March 2026				
Type of goods or service	**Laminates**	**Panel product & furniture**	**Potato flakes**	**Others**	**Total**
India	113,047.46	53,287.12	3,074.64	6,752.28	176,161.50
Outside India	61,282.28	7,195.83	5,013.90	10.01	73,502.02
Total revenue from contracts with customers	**174,329.74**	**60,482.95**	**8,088.54**	**6,762.29**	**249,663.52**

Timing of revenue recognition- Goods transferred at a point in time

Segment:	31 March 2025				
Type of goods or service	**Laminates**	**Panel product & furniture**	**Potato flakes**	**Others**	**Total**
India	105,832.07	41,266.86	4,302.13	8,868.71	160,269.77
Outside India	57,461.33	5,604.67	4,546.30	21.42	67,633.72
Total revenue from contracts with customers	**163,293.40**	**46,871.53**	**8,848.43**	**8,890.13**	**227,903.49**

Timing of revenue recognition- Goods transferred at a point in time

1.2: Contract balances

Particulars	31 March 2026	31 March 2025
Trade receivables	16,359.80	20,519.08
Less: Impairment allowance	387.00	340.78
Net receivables	**15,972.80**	**20,178.30**
Contract liability against loyalty points	1,973.19	3,365.56
Refund liability against periodical schemes	2,708.56	2,196.38

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(Rupees in lakhs, unless otherwise stated)

Note: 30 Revenue from operations (contd)

1.3: Changes in contract liabilities - advances from customers

Particulars	31 March 2026	31 March 2025
Opening balance	3,252.25	2,466.45
Addition during the year	2,200.60	3,157.96
Revenue recognised during the year	3,098.90	2,372.16
Closing balance	**2,353.95**	**3,252.25**

Trade receivables are non-interest bearing and are generally on terms of upto 90 days.

Contract liabilities include short-term advances received from customers against future supply of goods.

1.4: Reconciling the amount of revenue recognised in the Statement of Profit and Loss with contracted price:

Particulars	31 March 2026	31 March 2025
Revenue as per contracted price	260,167.00	237,891.62
Less:		
Discounts, rebates and schemes	10,475.71	8,017.72
Loyalty points	27.77	1,970.41
Revenue from contract with customers	**249,663.52**	**227,903.49**

1.5: Performance obligation

Information about the Company's performance obligations are:

The performance obligation is satisfied upon delivery/confirmation of the products and services.

Note: 31 Other income

Particulars	31 March 2026	31 March 2025
(i) Interest income from financial assets		
- On bank and other deposits	2.78	91.71
- On Others	256.88	408.15
(ii) Dividend income	28.05	38.64
(iii) Other non-operating Income		
Claims from insurance company	395.14	203.76
Provisions/liabilities no longer required written back		
- Interest on Income tax provision	-	894.62
- Others	155.48	705.09
Provision of doubtful debts written back	-	27.93
Profit on sale of property, plant and equipment	77.99	55.26
Recovery of bad debts	1.13	6.00
Fair value changes of financial assets measured at FVTPL (net)	361.75	387.29
Profit on sale of financial assets measured at FVTPL	56.68	583.71
Net gain on foreign currency transactions and translations	1,552.03	1,567.30
Government Grant	823.35	6.09
Miscellaneous income	344.28	383.62
	4,055.54	**5,359.17**

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(Rupees in lakhs, unless otherwise stated)

Note: 32 Cost of materials consumed

Particulars	31 March 2026	31 March 2025
Raw materials consumed		
Opening stock	34,013.01	35,620.94
Purchases during the year	121,133.14	112,732.97
	155,146.15	**148,353.91**
Less: Closing stock	32,965.19	34,013.01
	122,180.96	**114,340.90**

Note: 33 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	31 March 2026	31 March 2025
Opening stock		
Finished goods	18,840.34	14,192.52
Stock in trade	2,908.72	2,667.61
Work-in-progress	2,663.07	1,470.60
Biological assets	-	32.55
	24,412.13	**18,363.28**
Less: Closing stock		
Finished goods	22,738.80	18,840.34
Stock in trade	1,848.40	2,908.72
Work-in-progress	1,585.88	2,663.07
Biological assets	-	-
	26,173.08	**24,412.13**
	(1,760.95)	**(6,048.85)**

Note: 34 Employee benefits expense

Particulars	31 March 2026	31 March 2025
Salaries and wages	25,623.95	23,333.51
Contractual wages	10,169.96	9,432.55
Contribution to provident and other funds (refer note 46)	1,733.68	1,612.35
Staff welfare expenses	765.21	641.16
	38,292.80	**35,019.57**

Note: 35 Finance costs

Particulars	31 March 2026	31 March 2025
Interest expense		
- On borrowings	4,951.43	5,305.22
- On lease liabilities	159.95	138.87
- On Income tax provisions	27.12	27.81
Other borrowing costs	365.84	315.53
	5,504.34	**5,787.43**

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(Rupees in lakhs, unless otherwise stated)

Note: 36 Depreciation and amortisation expenses

Particulars	31 March 2026	31 March 2025
Depreciation of property, plant and equipment [refer note 3(a)]	11,677.87	11,505.17
Amortization of intangible assets [refer note 3(c)]	308.97	269.73
Depreciation of right of use asset [refer note 3(a)]	740.49	1,032.53
	12,727.33	**12,807.43**

Note: 37 Other expenses

Particulars	31 March 2026	31 March 2025
Consumption of stores and spare parts	4,597.77	4,694.52
Power and fuel	12,335.68	12,564.95
Job work charges	873.85	290.18
Short-term and low value lease rentals (refer note 42)	2,532.71	2,083.24
Rates and taxes	142.51	446.47
Repairs to:		
Buildings	307.76	223.33
Plant and machinery	913.61	1,268.62
Others	1,579.71	1,628.39
Legal and professional	1,837.88	3,278.84
Vehicle upkeep	795.68	701.08
Carriage outward	10,982.02	10,990.13
Packing and forwarding	5,816.16	4,880.11
Installation expenses	831.46	630.46
Fair value changes of derivative measured at FVTPL (net)	766.45	44.06
Royalty fees	309.23	240.96
Insurance	1,483.03	1,257.14
Commission	2,977.06	2,485.95
Printing and stationery	65.82	66.96
Postage and courier	226.83	189.37
Advertisement and business promotion	9,958.43	9,047.07
Travelling	2,290.80	2,298.98
Communication	216.45	209.93
Expected credit loss on trade receivable	88.63	-
Advances written off	6.67	0.36
Payments to the auditors (refer (a) below)	63.50	60.81
Bank charges and commission	474.02	133.40
Loss on sale/disposal of property,plant and equipment	202.79	8.99
Corporate social responsibility expenditure (refer note 45)	222.00	326.00
Research & development expenses	-	3.09
IT & Software expenses	1,942.53	1,629.29
Miscellaneous expenses	1,513.72	1,281.76
	66,354.76	**62,964.44**

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Note: 37 Other expenses (contd)

(a) Amount paid / payable to the auditors (excluding goods and services tax, as applicable)

Particulars	31 March 2026	31 March 2025
As statutory auditors:		
Statutory audit fees	50.00	50.00
Tax audit fees	5.00	5.00
Other matters	6.55	4.20
Reimbursement of expenses	1.95	1.61
	63.50	**60.81**

Note: 38 Tax expense

The key components of income tax expense for the year ended 31st March 2026 and 31st March 2025 are as follows:

(a) Income tax expense

Particulars	31 March 2026	31 March 2025
Current tax		
In respect of current year	-	-
In respect of earlier years	-	(1,033.24)
Total current tax expense	**-**	**(1,033.24)**
Deferred tax		
Deferred tax credit for the year	139.36	(920.00)
Total deferred tax expense	**139.36**	**(920.00)**
Income tax expense	**139.36**	**(1,953.24)**

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	31 March 2026	31 March 2025
Profit before tax	172.25	(2,685.53)
Statutory income tax rate	25.17%	25.17%
Tax expense at statutory income tax rate	**43.35**	**(675.89)**
Reasons for differences are indicated below		
Tax impact of expenses which will never be allowed	56.56	63.52
Tax impact of income not considered for tax laws	-	18.41
Tax impact of exempted income	48.10	58.27
Tax impact of items on which tax is applicable at differential rates	-	(378.56)
Impact of earlier year tax expense	-	(1,033.24)
Others	(8.65)	(5.75)
Total Income tax expense	**139.36**	**(1,953.24)**

Note: 39 Earnings per share

Particulars			31 March 2026	31 March 2025
(i)	**Basic**			
	Number of equity shares at the beginning of the year		11,178,679.00	11,178,679
	Number of equity shares at the end of the year		11,178,679.00	11,178,679
	Weighted average number of equity shares outstanding during the year	(A)	11,178,679.00	11,178,679
	Nominal value of each equity Share (₹)		10.00	10
	Profit for the year	(B)	32.89	(732.29)
	Earnings per share (Basic) (₹)	(B/A)	0.29	(6.55)

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Note: 39 Earnings per share (contd)

Particulars		31 March 2026	31 March 2025
(ii)	**Diluted**		
	Weighted average number of equity shares outstanding during the year	11,178,679.00	11,178,679
	Earnings per share (Diluted) (₹)	0.29	(6.55)

Note: 40 Contingent liabilities

Particulars		31 March 2026	31 March 2025
(a)	Claims against the Company not acknowledged as debts*:		
	Demands for sales tax and entry tax excluding interest (deposit under protest ₹ 25.20 (31st March 2025 : ₹ 25.20)	620.66	623.54
	Demands for excise, custom duty, service tax excluding interest (deposit under protest ₹ 38.31 (31st March 2025 : ₹ 40.18)	3,345.02	3462.47
	Demands for GST including interest (deposit under protest ₹ 21.19 (31st March 2025 : ₹ 10.96)	5,034.40	865.12
	Demands for income tax excluding interest (deposit under protest ₹ 933.23 (31st March 2025 : ₹ 933.23)##	7,763.60	9406.42
	Miscellaneous claims by suppliers and customers etc. against the Company	287.42	241.19
(b)	Guarantee given:		
	Non financial bank guarantees#	2,176.09	2,080.12
	Financial guarantee	5,610.00	5,610.00
(c)	Differential bonus for 2014-15**	-	151.52
(d)	Other Income tax matters	1,127.40	913.96
		25,964.59	**23,354.34**

Note:-

* Based on discussions with the solicitors / favourable decisions in similar cases / legal opinions taken by the Company, the management believes that the Company has a good chance of success in above-mentioned cases and hence, no provision is considered necessary.

** Payment of Bonus (Amendment) Bill 2015 was passed with retrospective effect w.e.f. 1st April 2014 raising the salary limit and wage ceiling for calculating the bonus. The Company filed writ against the retrospective effect of new bonus limit. During the year the case is announced against the Company so liability recognised.

Non financial bank guarantees mainly comprises of performance bank guarantees.

The above contingent liability includes income tax refund claims amounting to ₹ 1,745.43 (31 March 2025: ₹ 1,966.48) as per the income tax returns filed by the Company, which have not been considered by the Income Tax Authorities while determining the outstanding tax demands. Accordingly, the corresponding refund claims continue to be included within the disputed tax matters disclosed above.

Note: 41 Capital and other commitments

Particulars		31 March 2026	31 March 2025
(a)	**Capital commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of advance of ₹ 99.37 (31st March 2025 : ₹ 108.28)]	479.70	924.97
(b)	**Other commitments**		
	The Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty with an undertaking to fulfil quantified export within six years. Certificate for fulfilment of ₹ 6,470.97 (31st March 2025 : ₹ 5,817.48) is yet to be received.	30,040.34	30,480.57
	Obligation under advance licenses	796.41	5,450.86
	Outstanding letters of credit for materials yet to be received	4,786.50	6,094.66
		36,102.95	**42,951.06**

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Note: 42 Leases

As a lessee:

Amount recognised in profit or loss:

Particulars	31 March 2026	31 March 2025
Depreciation expense	740.49	1,032.53
Interest expense	159.95	138.87
Short-term lease expenses	2360.99	1866.21
Low value lease expenses	171.72	217.03
Total lease expenses	**3433.15**	**3254.64**

Movement of lease liabilities

Particulars	31 March 2026	31 March 2025
Opening	1,616.68	1,838.50
Interest	159.95	138.87
Addition during the year	1,434.85	404.42
Deletion during the year (net of modification)	(131.99)	(53.54)
Lease payment	(800.49)	(711.57)
Closing	**2,279.00**	**1,616.68**

Maturity analysis

Particulars	Total	Less than 1 year	Between 1-3 years	Between 3-5 years	More than 5 years
As at 31 March 2026					
Lease payments	2,645.69	825.31	1,165.55	505.94	148.89
Interest expense	366.69	148.23	155.10	48.49	14.87
Lease liabilities	2,279.00	677.08	1,010.45	457.45	134.02

Note:-Weighted average effective interest rate 8%

Particulars	Total	Less than 1 year	Between 1-3 years	Between 3-5 years	More than 5 years
As at 31 March 2025					
Lease payments	1,871.24	612.42	793.46	370.57	94.79
Interest expense	254.56	101.99	109.43	36.15	6.99
Lease liabilities	**1,616.68**	**510.43**	**684.03**	**334.42**	**87.80**

Note:-Weighted average effective interest rate 8%

As a lessor:

The annual lease payment received by the the Company as on 31st March 2026 : ₹ nil (31st March 2025 : ₹ nil)

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Note: 43 Assets given as security

The carrying amount of assets given as security for current and non current borrowing are:

Particulars	31 March 2026	31 March 2025
Current		
Financial assets		
Trade receivables	15,972.80	20,178.30
Bank deposits and other bank balance	14.80	61.95
Non-financial assets		
Inventories	66,571.42	65,458.84
Total current assets given as security	**82,559.02**	**85,699.09**
Non current		
Non-financial assets		
Property, plant and equipment*	123,683.12	129,278.12
Capital work-in-progress	3,115.39	4,249.95
Total non current assets given as security	**126,798.51**	**133,528.07**
Total assets given as security	**209,357.53**	**219,227.16**

* Including leasehold land

Note: 44 Details relating to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

	Particulars	31 March 2026	31 March 2025
i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
	-Principal (refer note (A) below)	1,721.56	1,489.83
	-Interest	-	-
ii)	The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
	-Principal	-	-
	-Interest	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	6.35	6.35
v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	6.35	6.35

The above information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(a) The amount includes payable to MSME capital creditors amounting to ₹ 117.96 (31st March 2025: ₹ 51.28).

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Note: 45 Corporate social responsibility expenditure

Particulars		31 March 2026	31 March 2025
(a)	Gross amount required to be spent by the Company during the year	190.00	323.00
(b)	Amount spent during the year:		
	(i) Construction/acquisition of any asset	-	-
	(ii) On purposes other than (i) above	222.00	326.00
(c)	Set-off of excess spent of previous years, if any	-	0.89
(c)	Excess / (shortfall)	32.00	3.89
(c)	Details of related party transactions such as Contribution to trust controlled by the company		
	i) Sri Hara Kasturi Memorial Trust	190.00	306.00
(f)	Movements in the provision during the period/year with respect to a liability incurred by entering into a contractual obligation	-	-
(g)	Reason for shortfall	NA	NA
(h)	Nature of CSR activities:	Promoting Education, Mid-day meal	Promoting Education, Mid-day meal
(i)	**Reconciliation of carry forward of amount spent in excess of requirement**		
	Opening balance of carry forward of excess amount spent in previous years	3.89	0.89
	Set-off made during the year	-	(0.89)
	Excess amount spent during the year	32.00	3.89
	Closing balance of excess amount spent allowed to be carried forward to subsequent years	35.89	3.89

Note: The Company is carrying forward the amount spent in excess of requirement, up to immediate succeeding three financial years.

Note: 46 Employee benefits obligations

(i) Defined contribution plans:

Defined contribution plans are Government provident fund, family pension fund and national pension fund scheme for eligible employees. The Company recognises contribution payable to the respective employee benefit fund scheme as an expenditure, as and when they are due. The Company has no obligations other than to make the specified contributions.

Particulars	31 March 2026	31 March 2025
Contribution to Government Provident Fund and Family Pension Fund	1,074.79	970.48
Contribution to National Pension Scheme (NPS)	159.75	84.63
	1,234.54	**1,055.11**

(ii) Long-term Employment Benefits

Compensated absences

The Company provides for compensated absences to employees as per the leave rules of the Company. The amount of leave entitlement payable is basis the accumulated privilege leave days on exit from service due to retirement, resignation or death determined on the employees last drawn monthly salary divided by 30 days and multiplied by the accumulated leave days. Compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. Actuarial gains or losses are recognized in Statement of Profit and Loss.

Gratuity [Defined benefit plan]

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company operates a gratuity plan through the "LIC Gratuity Fund", a group gratuity scheme from Life Insurance Corporation of India.

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Note: 46 Employee benefits obligations (contd)

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31st March 2026. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the projected unit credit method. Based on the actuarial valuation obtained in this respect, the following tables sets out the status of the Gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

A. Net assets / (liability) as at year end

Particulars		31 March 2026	31 March 2025
I.	**Change in defined benefit obligation during the year**		
	Present value of obligations at the beginning of the year	**3,263.30**	**3,545.75**
	Included in statement of profit and loss:		
	Current service cost	476.07	488.18
	Interest cost	239.21	237.45
	Included in other comprehensive income:		
	Actuarial losses/ (gains) arising from:		
	Experience adjustments	(96.76)	(59.19)
	Financial assumptions	(285.59)	(720.32)
	Others:		
	Benefits paid	(337.54)	(228.57)
	Present value of obligation at the end of the year	**3,258.69**	**3,263.30**
II.	**Change in fair value of plan assets during the year**		
	Plan assets at the beginning of the year	**3,243.82**	**3,002.63**
	Included in statement of profit and loss:		
	Interest income	250.75	207.78
	Included in other comprehensive income:		
	Expected return/(loss) on plan assets	(21.24)	18.74
	Others:		
	Employer's contribution	96.67	243.24
	Benefits paid	(337.54)	(228.57)
	Plan assets at the end of the year	**3,232.46**	**3,243.82**
III.	**Reconciliation of present value of defined benefit obligation and fair value of plan assets**		
	1. Present Value of obligation as at year end	(3,258.69)	(3,263.30)
	2. Fair Value of plan assets at year end	3,232.46	3,243.82
	3. Funded status deficit	(26.23)	(19.48)
	Net liability	**(26.23)**	**(19.48)**
IV.	**Expenses recognised in the statement of profit and loss**		
	1. Current service cost	476.07	488.18
	2. Interest cost/(income)	(11.54)	29.67
Total expense		**464.53**	**517.85**
V.	**Expenses recognised in the statement of other comprehensive income**		
	1. Net actuarial loss	(382.35)	(779.51)
	2. Expected (return)/loss on plan assets excluding interest income	21.24	(18.74)
		(361.11)	(798.25)

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Note: 46 Employee benefits obligations (contd)

B. Major category of plan assets

Particulars	31 March 2026		31 March 2025	
	%	Amount	%	Amount
Funds managed by Life Insurance Corporation of India	100%	3,232.46	100%	3,243.83

C. Actuarial assumptions:

Particulars	31 March 2026	31 March 2025
1. Discount rate	7.73%	6.92%
2. Expected rate of return on plan assets	7.73%	6.92%
3. Expected rate of salary increase	6.96%	6.96%
4. Attrition rate	22.23%	20.27%
5. Mortality rate	IIAM 2012-2015 Ultimate	IIAM 2012-2015 Ultimate
6. Retirement age	58	58

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

D. Present benefit obligation at the end of the year as per schedule III to the Companies Act, 2013

Particulars	31 March 2026	31 March 2025
Non-current liability (amount due over one year)	-	-
Current liability (amount due within one year)	26.23	19.48

E. Sensitivity analysis

Particulars	31 March 2026		31 March 2025	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.5%)	3,100.48	3,430.39	3,097.92	3,443.34
% change compared to base due to sensitivity	-4.86%	5.27%	-5.07%	5.52%
Salary growth rate (-/+ 0.5%)	3,413.61	3,113.42	3,426.56	3,109.80
% change compared to base due to sensitivity	4.75%	-4.46%	5.00%	-4.70%
Attrition rate (-/+ 0.5%)	3,254.09	3,263.35	3,257.23	3,269.47
% change compared to base due to sensitivity	-0.14%	0.14%	-0.19%	0.19%
Life expectancy/ mortality rate (-/+ 10%)	3,259.14	3,258.23	3,263.27	3,263.33
% change compared to base due to sensitivity	0.014%	-0.014%	-0.001%	0.001%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The method and type of assumptions used in preparing the sensitivity analysis did not change as compared to previous year.

F. Expected contributions to defined benefit plans for the year ending 31st March 2027 is ₹ 541.04 (31st March 2026 ₹ 560.59).

The weighted average duration of the defined benefit obligation is 17 years (31st March 2025 : 18 years).

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Note: 46 Employee benefits obligations (contd)

G. *Expected maturity analysis of undiscounted defined benefit plans*

Particulars	31 March 2026	31 March 2025
Year 1	418.83	336.38
Year 2	203.96	252.01
Year 3	231.47	197.46
Year 4	206.28	227.83
Year 5	196.65	201.97
Year 6 to Year 10	1,106.29	987.66
Beyond 10 years	6,471.03	5,916.80

Description of risk exposures:

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

(i) Asset volatility : The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a return lesser than the yield. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk to minimise risk to an acceptable level.

(ii) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If the bond yield falls, the defined benefits obligation will tend to increase.

(iii) Salary risk: Higher than expected increase in salary will increase the defined benefit obligation.

(iv) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawals, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

H The impact on employee benefit obligations pursuant to change in actuarial assumptions is taken to other comprehensive income.

I *Significant estimates :*

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making appropriate assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Note: 47 Capital management

(a) Risk management

The company's objectives when managing capital are to:

1. Safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
2. Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

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Note: 47 Capital management (contd)

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence, and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The amount mentioned under total equity in the balance sheet is considered as capital and debt includes borrowings and lease liabilities. The Debt equity ratio of the Company is as follows:

Debt equity ratio

Particulars	31 March 2026	31 March 2025
Current borrowings (refer note 24)	40,806.50	55,039.58
Non current borrowings (refer note 19)	17,499.99	15,209.85
Lease liabilities (refer note 20 and 25)	2,279.00	1,616.68
Net debt	**60,585.49**	**71,866.11**
Equity share capital (refer note 17)	1,127.94	1,127.94
Other equity (refer note 18)	134,694.70	134,569.88
Total capital	**135,822.64**	**135,697.82**
Net debt equity ratio	**0.45**	**0.53**

(b) Dividend

Particulars	31 March 2026	31 March 2025
(i) Equity shares		
Final dividend of ₹ 1 per fully paid share for the year ended 31st March 2025 (31st March 2025 : ₹ 5 per fully paid share for the year ended 31st March 2024)	111.79	558.93

Note: 48 Category wise classification of financial instruments

The fair values of the financial assets and financial liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the financial year ended 31st March 2026. The following methods and assumptions were used to estimate the fair values:

i) The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

ii) The fair values of other investments measured at FVOCI and FVTPL are determined based on observable market data other than quoted prices in active market.

iii) The carrying amount of financial assets and financial liabilities measured at amortised cost in these financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

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(Rupees in lakhs, unless otherwise stated)

Note: 48 Category wise classification of financial instruments (contd)

Particulars	31 March 2026			31 March 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	9,575.51	1,195.98	209.21	7,871.19	2,173.89	718.96
Security deposits	-	-	1,072.65	-	-	983.53
Loans to employees	-	-	55.12	-	-	90.51
Bank deposits	-	-	17.26	-	-	67.84
Trade receivables	-	-	15,972.80	-	-	20,178.30
Cash and cash equivalents	-	-	1,519.50	-	-	291.43
Other bank balances	-	-	16.47	-	-	21.37
Other financial assets	-	-	1,168.30	-	-	796.56
Total financial assets	**9,575.51**	**1,195.98**	**20,031.31**	**7,871.19**	**2,173.89**	**23,148.50**
Financial liabilities						
Borrowings and interest thereon	-	-	58,378.95	-	-	70,833.89
Lease Liabilities	-	-	2,279.00	-	-	1,616.68
Trade payables	-	-	27,399.76	-	-	24,612.93
Liabilities for purchase of capital assets	-	-	211.30	-	-	368.87
Derivative Liability	775.37	-	-	8.93	-	-
Employee Benefits payable	-	-	3,274.15	-	-	2,916.12
Deposits from customers and suppliers	-	-	1,388.73	-	-	1,496.28
Refund liability against periodical schemes	-	-	2,708.56	-	-	2,196.38
Unpaid/unclaimed dividends	-	-	16.47	-	-	21.37
Other payables	-	-	13.71	-	-	13.71
Total financial liabilities	**775.37**	**-**	**95,670.63**	**8.93**	**-**	**104,076.23**

(i) Fair value hierarchy

The table below provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1):

This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual fund.

Valuation techniques with observable inputs (Level 2):

This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category consists of derivatives taken by the Company like forward contracts and investments in alternative investment fund.

Valuation techniques with significant unobservable inputs (Level 3):

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

(ii) Valuation technique used to determine fair value of financial assets and liabilities

Specific valuation techniques used to value financial instruments include:

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Note: 48 Category wise classification of financial instruments (contd)

(a) the use of quoted market prices or dealer-quotes for similar instruments.

(b) derivatives are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.

(c) the fair value of the financial instruments is determined using adjusted net worth method and discounted cash flow method.

(iii) Fair value of financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	31 March 2026			31 March 2025		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments	4,225.58	5,454.90	1,090.99	2,717.01	4,949.59	2,378.48
Derivative financial assets	-	-	-	-	-	-
	4,225.58	**5,454.90**	**1,090.99**	**2,717.01**	**4,949.59**	**2,378.48**
Financial Liabilities:						
Derivative financial liabilities	-	775.37	-	-	8.93	-
	-	**775.37**	**-**	**-**	**8.93**	**-**

Note: There have been no transfers between Level 1, Level 2 and Level 3 for the year ended 31st March 2026 and 31st March 2025.

(iv) Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period.

(v) Reconciliation of fair value measurement of non current investments are classified as below:

Particulars	Quoted equity Shares	Unquoted equity Shares	Alternate investment fund	REIT/INVIT	Total
As at 1 April 2025	93.60	2,080.29	4,833.04	414.74	**7,421.67**
Acquisition during the year	11.77	-	599.77	-	**611.54**
Sales / redemption during the year	-	-	(916.72)	(35.30)	**(952.02)**
Restatement in prepaid expense	-	(900.80)	-	-	**(900.80)**
Re-measurement recognised in OCI	(0.38)	(88.50)	-	-	**(88.88)**
Re-measurement recognised in Profit and loss	-	-	489.88	69.51	**559.39**
As at 31 March 2026	**104.99**	**1,090.99**	**5,005.97**	**448.95**	**6,650.90**

Particulars	Quoted equity Shares	Unquoted equity Shares	Alternate investment fund	REIT/INVIT	Total
As at 1 April 2024	75.68	569.57	3,923.06	437.24	**5,005.55**
Acquisition during the year	19.99	1,028.62	1,273.03	-	**2,321.64**
Sales / redemption during the year	-	-	(559.91)	(30.03)	**(589.94)**
Re-measurement recognised in OCI	(2.07)	482.10	-	-	**480.03**
Re-measurement recognised in Profit and loss	-	-	196.86	7.53	**204.39**
As at 31 March 2025	**93.60**	**2,080.29**	**4,833.04**	**414.74**	**7,421.67**

(vi) The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31st March 2026 and 31st March 2025 are as shown below:

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Note: 48 Category wise classification of financial instruments (contd)

Sector wise unquoted equity Securities	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTOCI assets in unquoted equity shares	Comparable company multiples method	Enterprise value/ EBITDA , Enterprise value/ Revenue and Basis price/ Earnings multiple:	March 2026: Enterprise value/ EBITDA: Adjusted to multiple- 24.34x to 30.42x Enterprise value/ Revenue multiple: Adjusted to multiple- 17.48x to 21.85x Basis price/ Earnings multiple: Adjusted to multiple- 29.24x to 44.99x March 2025: Enterprise value/ EBITDA: Adjusted to multiple- 23.72x to 36.49x Enterprise value/ Revenue multiple: Adjusted to multiple- 13.62x to 20.95x	1x decrease in the multiples will have a significant adverse impact on the fair value of equity investments.

Note: 49 Financial risk management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk.

(A) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are also set accordingly.

Financial instruments that are subject to credit risk and concentration thereof principally consist trade receivables, loans receivables, investments, cash and cash equivalents and derivatives held by the Company. None of the financial instruments of the Company results in material concentration of credit risk.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Company considers reasonable and supportive forward-looking information.

i) Trade and other receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation. Further the Company receives security deposits and letter of credits on selected basis from its customers which mitigate the credit risk. The Company has low concentration of credit risk as the customer base is widely distributed both economically and geographically.

Summary of change in loss allowances measured using life-time expected credit losses :

Particulars	31 March 2026	31 March 2025
Opening	340.78	385.40
Provided during the year	109.78	18.05
Provision written back and bad debts	63.56	62.67
Closing	387.00	340.78

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Note: 49 Financial risk management (contd)

ii) Financial instruments and deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's management on an periodical basis, and may be updated throughout the year subject to approval of the management. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. For banks and financial institutions, only high rated banks/institutions are accepted.

The Company's maximum exposure to credit risk for the components of the balance sheet as at 31st March 2026 and 31st March 2025 is the carrying amounts as illustrated in note 49B.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Due to the dynamic nature of the underlying businesses, Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

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

Particulars	31 March 2026	31 March 2025
- Expiring within one year (bank overdraft and other facilities)	15,300.00	6,646.80
	15,300.00	**6,646.80**

The bank Overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.

(ii) Maturities of financial liabilities

Refer table below for bifurcating the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows without considering reclassification into current maturity of debt due to covenant breach. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities as at 31 March 2026	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Trade payables	27,399.76	-	-	-	27,399.76
Lease liabilities	825.31	1,165.55	505.94	148.89	2,645.69
Borrowings	37,656.50	10,875	9,850.00	-	58,381.50
Interest on borrowings	1,865.15	2,645.90	602.57	-	5,113.62
Liabilities for purchase of capital assets	211.30	-	-	-	211.30
Employee benefits payable	3,274.15	-	-	-	3,274.15
Security deposits from customers and suppliers	1,388.73	-	-	-	1,388.73
Derivative liability	775.37	-	-	-	775.37
Refund liability against periodical schemes	2,708.56	-	-	-	2,708.56
Unpaid/unclaimed dividends	16.47	-	-	-	16.47
Other payables	13.71	-	-	-	13.71
Total financial liabilities	**76,135.01**	**14,686.45**	**10,958.51**	**148.89**	**101,928.86**

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Note: 49 Financial risk management (contd)

Contractual maturities of financial liabilities as at 31 March 2025	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Trade payables	24,612.93	-	-	-	24,612.93
Lease liabilities	612.42	793.46	370.57	94.79	1,871.24
Borrowings	54,980.70	13,636.00	1,750.00	-	70,366.70
Interest on borrowings	1,300.38	871.83	-	-	2,172.21
Liabilities for purchase of capital assets	368.87	-	-	-	368.87
Employee benefits payable	2,916.12	-	-	-	2,916.12
Security deposits from customers and suppliers	1,496.28	-	-	-	1,496.28
Derivative liabilities	8.93	-	-	-	8.93
Refund liability against periodical schemes	2,196.38	-	-	-	2,196.38
Unpaid/unclaimed dividends	21.37	-	-	-	21.37
Other payables	13.71	-	-	-	13.71
Total financial liabilities	**88,528.09**	**15,301.29**	**2,120.57**	**94.79**	**106,044.74**

(C) Market risk

The Company's business operations expose it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such market risk may arise out of volatility in currency rates, interest rates and prices.

(i) Foreign currency risk

The Company deals with trade receivables, trade payables etc and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies. The Company also enters into forward contracts for managing it exposure to such foreign currency risk. The Company manages the exposure of foreign exchange fluctuation in borrowings by entering into derivatives contracts.

Foreigncurrency risk exposure

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR (foreign currency amount multiplied by closing rate), is as follows:-

Particulars	31 March 2026					31 March 2025				
	GBP	USD	EUR	SGD	Yen	GBP	USD	EUR	SGD	Yen
Financial assets										
Trade receivables	264.00	4,423.48	343.88	-	-	95.59	6,089.30	521.66	-	-
Derivatives (including those on future exports)	-	(12,186.30)	-	-	-	-	(11,197.88)	-	-	-
Financial liabilities										
Trade payables	22.32	3,736.01	2,483.75	23.61	98.94	3.32	3,469.35	1,776.76	5.17	75.04
Derivatives	-	-	-	-	-	-	(223.76)	(304.95)	-	-
Net exposure to foreign currency risk against receivables / (payables)	**241.68**	**(11,498.83)**	**(2,139.87)**	**(23.61)**	**(98.94)**	**92.27**	**(8,354.17)**	**(950.15)**	**(5.17)**	**(75.04)**

Exchange rate as on 31st March 2026 is USD/INR 94.83, GBP/INR 125.51, EURO/INR 108.99, YEN/INR 0.59, SGD/INR 73.52.

Exchange rate as on 31st March 2025 is USD/INR 85.48, GBP/INR 110.70, EURO/INR 92.09, YEN/INR 0.57, SGD/INR 63.71.

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Note: 49 Financial risk management (contd)

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit before tax		Impact on other components of equity	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
USD sensitivity				
INR depreciates by 7% (31st March 2025 - 2%)*	(804.92)	(167.08)	(602.34)	(125.03)
INR appreciates by 7% (31st March 2025 - 2%)*	804.92	167.08	602.34	125.03
EURO sensitivity				
INR depreciates by 10% (31st March 2025 - 2%)*	(213.99)	(19.00)	(160.13)	(14.22)
INR appreciates by 10% (31st March 2025 - 2%)*	213.99	19.00	160.13	14.22
GBP sensitivity				
INR depreciates by 9% (31st March 2025 - 5%)*	21.75	4.61	16.28	3.45
INR appreciates by 9% (31st March 2025 - 5%)*	(21.75)	(4.61)	(16.28)	(3.45)
SGD sensitivity				
INR depreciates by 9% (31st March 2025 - 3%)*	(2.12)	(0.16)	(1.59)	(0.12)
INR appreciates by 9% (31st March 2025 - 3%)*	2.12	0.16	1.59	0.12
Yen sensitivity				
INR depreciates by 4% (31st March 2025 - 3%)*	(3.96)	(2.25)	(2.96)	(1.68)
INR appreciates by 4% (31st March 2025 - 3%)*	3.96	2.25	2.96	1.68

* Assuming all other variables to be constant.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, treasury performs comprehensive interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

(a) Interest rate risk exposure

OnFinancial Liabilities:

The exposure of the Company's financial liabilities to interest rate risk is as follows:

Particulars	31 March 2026	31 March 2025
Variable rate borrowings	56,199.99	48,618.20
Fixed rate borrowings	2,106.50	21,631.23
Total borrowings	58,306.49	70,249.43

(b) Sensitivity

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

Particulars	Impact on profit before tax		Impact on other components of equity	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Interest expense rates – increase by 50 basis points (50 bps)*	(281.00)	(243.09)	(210.28)	(181.91)
Interest expense rates – decrease by 50 basis points (50 bps)*	281.00	243.09	210.28	181.91

* Assuming all other variables to be constant.

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Note: 49 Financial risk management (contd)

(iii) Price risk

(a) Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through other comprehensive income & equity securities held for trading classified in the balance sheet at fair value through Profit/Loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. The Company's Board of Directors reviews and approves all investment decisions.

(b) Sensitivity

The table below summarizes the impact of increases/decreases of the share prices

Particulars	Impact on total comprehensive income	
	31 March 2026	31 March 2025
Share price - Increase 5%*	128.76	174.06
Share price - Decrease 5%*	(128.76)	(174.06)

* Assuming all other variables to be constant.

The table below summarizes the impact of increases/decreases of the investment other than share prices

Particulars	Impact on profit before tax	
	31 March 2026	31 March 2025
Investment other than share - Increase 5%*	409.81	328.20
Investment other than share - Decrease 5%*	(409.81)	(328.20)

* Assuming all other variables to be constant

Note: 50 Derivative contracts entered into by the Company and outstanding for hedging foreign currency risks:

Nature of derivative	Type	31 March 2026		31 March 2025	
		No. of contracts	Foreign currency (in lakhs)	No. of contracts	Foreign currency (in lakhs)
Forward covers					
USD/INR	Sell	27	128.50	35	131.00
USD/INR	Buy	-	-	2	2.62
EUR/INR	Buy	-	-	2	3.31

Note: 51 Segment reporting

The Company's operating segments are organised and managed through the respective segment managers, according to the nature of products manufactured and sold with each segment representing a strategic business unit. These segment operating results are regularly reviewed by the Board of Directors of the Company (Chief Operating Decision Maker - 'CODM').

The reporting segments of the Company and the type of products and services from the each reportable segments derived revenue are as below:

a) Laminate - Comprises manufacturing and selling of decorative laminates, chemicals (primarily meant for captive consumption).

b) Panel products and furniture - Comprises manufacturing and selling of panel boards and plywoods.

c) Potato Flakes - This segment comprises manufacturing and sale of potato flakes.

d) Others represent all unallocable items not included in segments majorly hanex trading and agricultural income.

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Note: 51 Segment reporting (contd)

e) Geographical segments considered for disclosure are

(i) Sales within India

(ii) Sales outside India

Segment revenue and results: The expenses and income which are not directly attributable to any operating segment are shown as unallocable expenditure (net of unallocable income).

Segment assets and liabilities: Assets used by the operating segments mainly consist of property, plant and equipment, trade receivables, cash and cash equivalents and inventories. Segment liabilities include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets/liabilities.

The measurement principles of segments are consistent with those used in preparation of these financial statements.

Summary of the segment information for the year ended 31 March 2026 is as follows:

Particulars	Laminate	Panel products and furniture	Potato flakes	Other (unallocable)	Elimination	Total
Segment revenue						
Revenue from operations	175,300.94	60,772.94	8,268.56	7,713.95	-	252,056.39
Inter segment sales	10,585.74	-	-	-	(10,585.74)	-
	185,886.68	**60,772.94**	**8,268.56**	**7,713.95**	**(10,585.74)**	**252,056.39**
Segment results [Profit/(loss) before interest and tax]	21,944.06	(11,981.18)	(1,355.55)	(2,930.74)	-	5,676.59
Finance cost	-	1,572.37	-	3,931.97	-	5,504.34
Profit/(loss) Before Tax	**21,944.06**	**(13,553.55)**	**(1,355.55)**	**(6,862.71)**	**-**	**172.25**
Less : Current Tax	-	-	-	-	-	-
Less : Deferred Tax	-	-	-	139.36	-	139.36
Profit after tax	**21,944.06**	**(13,553.55)**	**(1,355.55)**	**(7,002.07)**	**-**	**32.89**
Segment assets	89,155.51	104,634.26	4,616.49	45,416.64	-	243,822.90
Segment liabilities	26,476.73	26,434.42	1,377.67	53,711.44	-	108,000.26
Segment capital expenditure	2,907.58	2,487.60	7.12	1,097.84	-	6,500.14
Segment depreciation and amortisation	4,446.07	6,220.97	109.29	1,951.00	-	12,727.33

Summary of the segment information for the year ended 31 March 2025 is as follows:

Particulars	Laminate	Panel products and furniture	Potato Flakes	Other (unallocable)	Elimination	Total
Segment revenue						
Revenue from operations	164,307.98	47,100.98	9,008.20	9,721.55	-	230,138.71
Inter segment sales	11,576.95				(11,576.95)	-
	175,884.93	**47,100.98**	**9,008.20**	**9,721.55**	**(11,576.95)**	**230,138.71**
Segment results [Profit/(loss) before interest and tax]	20,444.46	(12,162.84)	380.22	(5,559.94)	-	3,101.90
Finance cost	59.09	3.58	-	5,724.76	-	5,787.43
Profit/(loss) before tax	**20,385.37**	**(12,166.42)**	**380.22**	**(11,284.70)**	**-**	**(2,685.53)**
Less: Current Tax	-	-	-	(1,033.24)	-	(1,033.24)
Less: Deferred Tax	-	-	-	(920.00)	-	(920.00)
Profit after tax	**20,385.37**	**(12,166.42)**	**380.22**	**(9,331.46)**	**-**	**(732.29)**

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Note: 51 Segment reporting (contd)

Particulars	Laminate	Panel products and furniture	Potato Flakes	Other (unallocable)	Elimination	Total
Segment assets	94,042.20	93,210.09	6,135.96	59,298.17	-	252,686.42
Segment liabilities	23,853.73	24,467.38	464.70	68,202.79	-	116,988.60
Segment capital expenditure	2,740.33	2,621.39	187.49	3,645.64	-	9,194.85
Segment depreciation and amortisation	4,100.99	5,041.20	132.01	3,533.23	-	12,807.43

Geographical information

(a) Revenue from external customers:

Particulars	31 March 2026	31 March 2025
Within India	177,946.39	161,804.61
Outside India	73,502.02	67,633.72
	251,448.41	**229,438.33**

(b) Carrying amount of segment assets:

Particulars	31 March 2026	31 March 2025
Within India	239,291.26	245,933.68
Outside India	4,531.64	6,752.74
	243,822.90	**252,686.42**

Entity wide disclosures

Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the Company's total revenue during the years ended 31st March 2026 and 31st March 2025.

No material property, plant and equipment of the Company (excluding financial assets) are located outside India.

Note: 52 Related parties disclosure

1) As per Ind AS 24, the disclosure of transactions with the related parties are given below:

i) List of related parties where control exists and other related parties with their relationship:

SN	Name	
a)	**Key Management Personnel (KMP)**	
	Mr. Prakash Lohia	Executive Chairman & Managing Director (Executive chairman with effect from 18 June 2024)
	Mr. Prasan Lohia	Whole-time Director
	Ms. Ruchira Lohia	Whole-time Director
	Mr. Nripen Kumar Dugar	Whole-time Director
	Mr. Bikash Lohia	Whole-time Director
	Mr. Madhusudan Lohia	Whole-time Director
	Mr. Deepak Lohia	Whole-time Director
	Mr. Manoj Lohia	Whole-time Director
	Mr. Anil Jajoo	Whole-time Director
	Mr. Bama Prasad Mukhopadhaya	Independent Director *
	Mr. Prabal Kumar Sarkar	Independent Director *
	Mr. Kooretti Titu Prasad	Non Executive Director *
	Mr. Sachin Selot	Chief Financial Officer
	Mr. Bala Ji	Company Secretary

* Independent directors are included only for the purpose of compliance with definition of key managerial personnel given under Ind As 24.

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 52 Related parties disclosure (contd)

b)	Relatives of KMP	Relationship
	Mr. Rup Chand Lohia	Father of Mr. Prasan Lohia (Executive chairman till 17 June 2024 & Whole-time director till 31st December 2024)
	Mrs. Tara Devi Lohia	Mother of Mr. Bikash Lohia
	Late Ms. Usha Lohia	Sister of Mr. Bikash Lohia
	Mrs. Nayantara Agarwal	Sister of Mr. Bikash Lohia
	Mrs. Asha Mundhra	Sister of Mr. Bikash Lohia
	Mrs. Sita Devi Lohia	Mother of Mr. Prakash Lohia
	Mrs. Uma Singi	Sister of Mr. Prakash Lohia
	Mrs. Kiran Maheshwari	Sister of Mr. Prakash Lohia
	Mrs. Neera Lohia	Wife of Mr. Prakash Lohia
	Late Mrs. Sheela Lohia	Mother of Ms. Ruchira Lohia
	Ms. Pragya Lohia	Daughter of Mr. Manoj Lohia
	Ms. Prekshi Lohia	Daughter of Mr. Manoj Lohia
	Mrs. Praveena Lohia	Wife of Mr. Rup Chand Lohia
	Mrs. Meghna Lohia	Wife of Mr. Prasan Lohia
	Mr. Abhiroop Lohia	Son of Mr. Prasan Lohia
	Ms. Anuja Lohia	Daughter of Mr. Prasan Lohia
	Mrs. Shashi Lohia	Wife of Mr. Bikash Lohia
	Mrs. Vandana Lohia	Wife of Mr. Manoj Lohia
	Mrs. Mita Lohia	Wife of Mr. Madhusudan Lohia
	Mr. Mihir Man Lohia	Son of Mr. Madhusudan Lohia
	Ms. Vani Lohia	Daughter of Mr. Madhusudan Lohia
	Ms. Radhika Lohia	Daughter of Mr. Bikash Lohia
	Mr. Anurag Lohia	Son of Mr. Bikash Lohia
	Mrs. Priyanka Lohia	Wife of Mr. Deepak Lohia
	Ms. Meera Lohia	Daughter of Mr. Deepak Lohia

c)	Entities over which KMP together with their relatives have significant influence :
	Merino Properties Private Limited
	Merino Consulting Services Limited
	Man Kumar Lohia and Brothers
	Usha Agro Farm
	Anupriya Marketing Limited
	Kay Marketing Services Private Limited (Earlier known as Kay Marketing Services Limited)
	Sri Harakasturi Memorial Trust
	Sri Hara Kasturi Trust
	KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited)
	Avira Naturals Private Limited
	Champa Lal Lohia - HUF
	Prakash Lohia - HUF
	Manoj Lohia - HUF
	Rup Chand Lohia - HUF
	Prasan Lohia - HUF
	Sri Man Kumar Lohia Memorial Trust

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 52 Related parties disclosure (contd)

c)	Entities over which KMP together with their relatives have significant influence :
	Sri Prem Chand Lohia Memorial Trust
	Bikash Lohia Family Trust
	Deepak Lohia Family Trust
	Manoj Lohia Family Trust
	Prasan Lohia Family Trust
	Sri M K Lohia Family Trust

2) Summary of transactions and outstanding balances with above related parties are as follows:

Particulars	KMP		Relatives of KMP		Entities over which KMP together with their relatives have significant influence	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Transactions during the year						
Directors' remuneration	1,888.37	1,781.98	-	125.01	-	-
Professional Fees	-	-	174.05	39.02	-	-
Dividend paid	28.55	116.87	20.87	130.20	56.69	283.45
Donation for corporate social responsibility expenses	-	-	-	-	190.00	306.00
Security given	-	-	-	-	-	-
Security withdrawn	-	-	-	-	-	1,000.00
Corporate guarantee commission received	-	-	-	-	26.55	26.55
Interest paid	-	-	-	-	149.08	427.66
Marketing service provider fees	-	-	-	-	466.02	514.96
Purchase of tangible assets and intangible assets	-	-	-	-	32.65	2.81
Purchases/material consumed	-	-	-	-	2,611.11	1,571.01
Rent, other charges and reimbursement paid	44.96	40.89	50.96	46.40	1,524.25	1,375.03
Rent, other charges and reimbursement received	-	-	-	-	56.27	76.38
Revenue from operations	1.42	5.19	-	-	2.34	91.76
Salary	214.58	202.65	199.92	181.23	-	-
Sale of tangible assets and intangible assets	-	-	-	-	2.64	-
Sitting fees	4.55	4.95	-	-	-	-
Software/professional charges including prepaid	-	-	-	-	42.22	123.75
Unsecured loan repaid	-	-	-	-	5,022.00	4,795.00
Unsecured loan taken	-	-	-	-	4,348.00	3,818.00
Outstanding balances						
Payables (trade and others)	-	0.19	-	11.70	1,174.64	26.81
Salary & remuneration Payable	13.80	12.65	10.18	9.96	-	-
Interest payable	-	-	-	-	-	384.89
Advances (trade and others)	-	-	-	-	0.56	38.77
Receivables (trade and others)	0.01	-	-	-	135.26	180.89
Unsecured loan	-	-	-	-	2,106.50	2,780.50
Corporate guarantee	-	-	-	-	5,610.00	5,610.00

Material accounting policies and other explanatory information

for the year ended 31 March 2026

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(Rupees in lakhs, unless otherwise stated)

Note: 52 Related parties disclosure (contd)

3) Details of transactions or balance of related parties:

Sr no.	Related party	Relationship	Outstanding as at 31 March 2026	Outstanding as at 31 March 2025	Nature of closing balance	Nature of Transaction	31 March 2026	31 March 2025
1	Merino Properties Private Limited	Entities over which KMP together with their relatives have significant influence	1.44	-	Trade payables	Rent, other charges and reimbursement paid	1,267.04	1,180.63
			2,106.50	2,780.50	Unsecured loan	Unsecured loan taken	4,348.00	3,818.00
						Unsecured loan repaid	5,022.00	4,795.00
				384.89	Interest Payable	Interest paid	149.08	427.66
2	Merino Consulting Services Limited	Entities over which KMP together with their relatives have significant influence	-	(1.17)	Trade payables/ (Advance to Supplier)	Software / professional charges including prepaid	42.22	123.75
			-	-	Trade payables	Purchase of tangible assets and intangible assets	32.65	2.81
			-	-	Trade receivables	Revenue from operations	-	0.42
			610.00	610.00	Corporate guarantee	Corporate guarantee given	-	-
3	KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited)	Entities over which KMP together with their relatives have significant influence	134.00	176.55	Trade receivables	Revenue from operations	4.27	85.01
			-	-		Sale of tangible assets and intangible assets	1.18	-
			1,116.57	(37.54)	Trade payables/ (Advance to Supplier)	Purchases/material consumed	2,599.55	1,570.12
			-	-		Rent, other charges and reimbursement paid	14.51	9.78
			-	-		Dividend paid	0.68	3.39
			-	-		Rent, other charges and reimbursement received	56.27	76.38
			-	-		Corporate guarantee commission received	26.55	26.55
			5,000.00	5,000.00	Corporate guarantee	Corporate guarantee withdrawn	-	1,000.00
4	Man Kumar Lohia and Brothers	Entities over which KMP together with their relatives have significant influence	28.35	0.61	Trade payables	Rent, other charges and reimbursement paid	225.39	178.00
5	Usha Agro Farm	Entities over which KMP together with their relatives have significant influence	-	-	Trade payables	Purchases/material consumed	-	0.89
6	Sri Hara Kasturi Memorial Trust	Entities over which KMP together with their relatives have significant influence	-	4.34	Trade receivables	Revenue from operations	5.47	6.33
			-	-		Sale of tangible assets	0.20	-
			-	0.02	Trade payables	Rent, other charges and reimbursement paid	3.78	1.65
			-	-		Donation for corporate social responsibility expenses	190.00	306.00
7	Sri Premchand Lohia Memorial Trust	Entities over which KMP together with their relatives have significant influence	-	-		Revenue from operations	0.15	-
			1.26	-	Trade receivables	Sale of tangible assets	1.26	-
			10.77	0.64	Trade payables	Rent, other charges and reimbursement paid	13.53	4.97

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Note: 52 Related parties disclosure (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2026	Outstanding as at 31 March 2025	Nature of closing balance	Nature of Transaction	31 March 2026	31 March 2025
8	Anupriya Marketing Limited	Entities over which KMP together with their relatives have significant influence	(0.56)	25.19	Trade payables/ (Advance to Supplier)	Marketing service provider fees	377.33	418.37
9	Kay Marketing Services Private Limited (Earlier known as Kay Marketing Services Limited)	Entities over which KMP together with their relatives have significant influence	17.51	0.29	Trade payables	Marketing service provider fees	88.69	96.59
				-	Trade receivables	Revenue from operations	0.92	-
10	Avira Naturals Private Limited	Entities over which KMP together with their relatives have significant influence	-	-	Trade receivables	Revenue from operations	3.10	-
11	Mr. Rup Chand Lohia	Relatives of KMP	-	-		Director remuneration	-	125.01
			-	11.70	Trade payables	Professional Fees	174.05	39.02
			-	-		Dividend paid	-	17.55
12	Mr. Prakash Lohia	KMP	-	-		Director remuneration	321.07	306.04
			-	-		Dividend paid	5.62	23.66
13	Mr. Bikash Lohia	KMP	-	-		Director remuneration	227.40	214.63
			-	-		Dividend paid	3.61	16.25
			-	-		Rent paid	15.24	13.86
			-	-		Revenue from operations	0.89	0.40
14	Mr. Prasan Lohia	KMP	-	-		Director remuneration	193.96	180.72
			-	-		Revenue from operations	0.44	-
			-	-		Dividend paid	2.08	10.40
15	Ms. Ruchira Lohia	KMP	-	-		Director remuneration	216.83	204.99
			-	-		Dividend paid	10.38	36.61
			-	-		Revenue from operations	-	0.40
16	Mr. Madhusudan Lohia	KMP	-	-		Director remuneration	263.53	245.17
			-	-		Dividend paid	3.96	19.81
			-	-		Rent paid	11.68	10.62
			-	-		Revenue from operations	0.06	3.83
17	Mr. Nripen Kumar Dugar	KMP	-	-		Director remuneration	84.23	79.85
			-	-		Dividend paid	0.01	0.03
18	Mr. Anil Jajoo	KMP	3.12	3.24	Payable	Director remuneration	56.82	59.16
19	Mr. Sachin Selot	Chief Financial Officer	8.35	7.98	Payable	Salary	184.25	178.43
20	Mr. Bala Ji	KMP	2.33	1.43	Payable	Salary	30.33	24.22
21	Mrs. Tara Devi Lohia	Relatives of KMP	-	-		Dividend paid	2.35	7.72
			-	-	Trade payables	Rent, other charges and reimbursement paid	2.79	2.55
22	Mr. Deepak Lohia	KMP	-	-		Dividend paid	1.48	3.01
			-	-		Director remuneration	314.32	294.75
			-	0.19	Trade payables	Rent paid	18.04	16.41
			0.01	-	Trade receivables	Revenue from operations	0.03	0.56
23	Mrs. Shashi Lohia	Relatives of KMP	-	-		Dividend paid	0.21	1.03
			-	-		Rent, other charges and reimbursement paid	2.24	2.03

Material accounting policies and other explanatory information

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Note: 52 Related parties disclosure (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2026	Outstanding as at 31 March 2025	Nature of closing balance	Nature of Transaction	31 March 2026	31 March 2025
24	Late Ms. Usha Lohia	Relatives of KMP	-	-		Dividend paid	-	10.17
25	Mrs. Nayantara Agarwal	Relatives of KMP	-	-		Dividend paid	0.81	4.06
26	Mrs. Asha Mundhra	Relatives of KMP	-	-		Dividend paid	0.80	4.00
27	Mr. Anurag Lohia	Relatives of KMP	6.40	6.90	Payable	Salary	135.54	129.76
			-	-		Dividend paid	1.00	5.00
28	Mrs. Sita Devi Lohia	Relatives of KMP	-	-		Dividend paid	-	4.45
29	Mrs. Uma Singi	Relatives of KMP	-	-		Dividend paid	0.80	4.00
30	Mrs. Kiran Maheshwari	Relatives of KMP	-	-		Rent, other charges and reimbursement paid	10.01	9.17
31	Mrs. Neera Lohia	Relatives of KMP	-	-		Dividend paid	1.86	9.28
			-	-		Rent paid	12.10	11.00
32	Mrs. Mita Lohia	Relatives of KMP	-	-		Dividend paid	0.00	0.01
			-	-		Rent paid	23.82	21.65
33	Mr. Mihir Man Lohia	Relatives of KMP	-	-		Dividend paid	0.01	0.07
34	Ms. Vani Lohia	Relatives of KMP	-	-		Dividend paid	0.03	0.17
35	Late Mrs. Sheela Lohia	Relatives of KMP	-	-		Dividend paid	-	15.29
36	Mrs. Praveena Lohia	Relatives of KMP	-	-		Dividend paid	4.53	5.09
37	Mrs. Meghna Lohia	Relatives of KMP	-	-		Dividend paid	0.70	3.50
38	Mr. Manoj Lohia	KMP	-	-		Dividend paid	1.42	7.10
			-	-		Director remuneration	210.21	196.67
39	Mr. Abhiroop Lohia	Relatives of KMP	1.72	1.18	Payable	Salary	28.95	18.18
			-	-		Dividend paid	0.35	1.75
40	Ms. Anuja Lohia	Relatives of KMP	-	-		Dividend paid	0.35	1.75
41	Mrs. Vandana Lohia	Relatives of KMP	-	-		Dividend paid	0.88	4.38
42	Ms. Pragya Lohia	Relatives of KMP	-	-		Dividend paid	0.35	1.73
43	Ms. Prekshi Lohia	Relatives of KMP	-	-		Dividend paid	0.84	4.20
44	Ms. Radhika Lohia	Relatives of KMP	2.06	1.88	Payable	Salary	35.43	33.29
						Dividend paid	1.00	5.00
45	Mrs. Priyanka Lohia	Relatives of KMP	-	-		Dividend paid	3.00	15.00
46	Ms. Meera Lohia	Relatives of KMP	-	-		Dividend paid	1.00	5.00
47	Champa Lal Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.00
48	Rup Chand Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.00
49	Prakash Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.00

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Note: 52 Related parties disclosure (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2026	Outstanding as at 31 March 2025	Nature of closing balance	Nature of Transaction	31 March 2026	31 March 2025
50	Prasan Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.00
51	Manoj Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.00
52	Mr. Bama Prasad Mukhopadhaya	KMP	-	-		Sitting fees	2.05	2.20
53	Mr. Kooretti Titu Prasad	KMP	-	-		Sitting fees	0.75	1.00
54	Mr. Prabal Kumar Sarkar	KMP	-	-		Sitting fees	1.75	1.75
55	Bikash Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	10.69	53.43
56	Deepak Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	10.17	50.85
57	Manoj Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	8.79	43.94
58	Prasan Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	8.79	43.94
59	Sri M K Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	17.58	87.88

Compensation to KMP other than Independent Directors	31 March 2026	31 March 2025
Short-term employee benefits	2,294.32	2,279.03
Post-employment benefits	8.55	11.84
Total compensation	**2,302.87**	**2,290.87**

Note:

(i) Transactions are inclusive of goods and services tax, wherever applicable.

(ii) The Company has been entering into transactions with related parties for its business purposes. The process followed for entering into transactions with related party is same as followed for unrelated party. Vendors are selected competitively having regard to strict adherence to quality, timely servicing and cost advantage.

(iii) The purchases from and sales to related parties are made on terms equivalent to and those applicable to all unrelated parties on arm's length transactions. Outstanding balances payable and receivable at the year-end are unsecured, interest free and will be settled in cash.

(iv) As the liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the directors are not included.

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note : 53 Additional regulatory information required by Schedule III of Companies Act, 2013

(i) Details of Benami property: The Company does not have any Benami properties, further there are no proceedings which have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) The Company has not made any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(iii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous financial year.

(iv) (1) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(2) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise)that the company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(v) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vi) Investment requirements prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the company.

(vii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(viii) The Company does not have any Property, plant and equipment to be classified as investment property.

(ix) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.

(x) The borrowings obtained by the Company from banks have been applied for the purposes for which such loans were taken. In respect of the term loans which were taken in the previous year, those were applied in the respective year for the purpose for which the loans were obtained.

(xi) The Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were/ were not subject to audit/review, except for the following:

31 March 2026

Quarter ended	Particulars	As per quarterly statement filed with bank	Information as per books of accounts	Short/ (Excess)	Reasons
31 March 2026	Inventory	59,606.31	66,571.42	(6,965.11)	The Company has filed return based on the draft financial statements. The Company is in the process of filing revised statements.
	Trade receivables	26,090.29	15,972.80	10,117.49	
	Trade payables	17,518.82	18,388.24	(869.42)	

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Note : 53 Additional regulatory information required by Schedule III of Companies Act, 2013 (contd)

31 March 2025

Quarter ended	Particulars	As per quarterly statement filed with bank	Information as per books of accounts	Short/ (Excess)	Reasons
31 March 2025	Inventory	56,718.02	65,458.84	(8,740.82)	The Company has filed return based on the draft financial statements. The Company has filed the revised statements.
	Trade receivables	23,587.61	20,178.30	3,409.31	
	Trade payables	12,985.33	15,215.87	(2,230.54)	

Note: 54 Disclosure as per section 186(4) of Companies Act, 2013*

Particulars	31 March 2026	31 March 2025
Corporate Guarantee on behalf of M/s KBGB Agritech Private Limited for short term loan	5,000.00	5,000.00
Corporate Guarantee on behalf of M/s Merino Consulting Services Limited for short term loan	610.00	610.00

* For disclosure of investments refer note 4 & 10.

Note: 55 Financial ratios

SN	Ratio	Numerator	Denominator	31 March 2026	31 March 2025	% Variance
1	Current ratio (in times)	Current assets	Current liabilities	1.19	1.06	12.78
2	Debt equity ratio (in times)	Total Debt = Borrowing + Lease liabilities	Shareholder's equity	0.45	0.53	(15.77)
3	Debt service coverage ratio (in times)***	Earning available for debt service= Net profit after taxes + Finance cost + Depreciation and amortization + Loss on sale/ disposal of property, plant and equipment	Debt service = Interest paid + Lease payment + Repayment of non current borrowings (including current maturity)	0.69	0.98	(30.01)
4	Return on equity ratio (in %)*	Net profit after taxes	Average shareholder's equity	0.02%	-0.56%	(104.32)
5	Inventory turnover ratio (in days)	Cost of goods sold	Average inventory	181	178	1.70
6	Trade receivable turnover ratio (in days)	Net revenue from operations less export incentives	Average trade receivable	26	31	(15.40)
7	Trade payable turnover ratio (in days)	Purchases + Other expenses	Average trade payable	48	50	(3.90)
8	Net capital turnover ratio (in times)*	Revenue from operations	Average working capital	23.50	11.09	111.92
9	Net profit margin (in %)*	Net profit after taxes	Revenue from operations	0.01%	-0.32%	(104.10)
10	Return on capital employed (in %)*	Profit before tax and finance costs	Capital employed = Tangible net worth (Shareholder's equity - Intangible assets (including intangible asset under development) + Total borrowings + Deferred tax liability	2.90%	1.47%	97.49
11	Return on investment (in %)**	Changes in fair value of investments + Net gain/(loss) on sale + Interest income + Dividend income	Average invested funds in treasury investment	4.89%	9.26%	(47.18)

Note:- No comments have been given wherein change in ratio as compared to the preceding year is of less than 25%.

* The Company received government grant in the form of interest subsidy for the commercialization of Halol plant, resulting into marginal profit at company level.

** Due to lesser yields from investments.

*** Primarily due to the takeover of the existing term loan of Axis bank by ICICI bank, resulting in higher debt servicing commitments during the year.

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(Rupees in lakhs, unless otherwise stated)

Note: 56

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company is using SAP as accounting software for maintaining its books of account, Darwin Box for maintaining salary master and Happay for recoding of employee reimbursement, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions, except in case of SAP which is hosted on cloud and is managed by a third-party service provider and the 'Independent Service Auditor's Report on the Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Control ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organisation) does not provide any information on availability of audit trail (edit logs) for any direct changes made at database level. Hence presence of audit trail at database level cannot be confirmed.

Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention is retaining the logs at the application and database level, as applicable.

Note: 57 Proposed Dividend

The Board of directors have recommended dividend of ₹ 1* (Previous Year ₹ 1*) per equity share aggregating ₹ 111.79 (31 March 2025: ₹ 111.79) for the financial year ended 31st March 2026 and same is subject to approval of shareholders at the ensuing Annual General Meeting and hence it is not recognised as a liability.

* Amount in absolute terms

Note: 58 Subsequent events

No significant subsequent events have occurred post the balance sheet date 31st March 2026 which may require an adjustment to the financial statements.

Note: 59 Previous year's figures

Previous year's figures have been regrouped/rearranged wherever necessary. The impact of the same is not material to the user and the financial statements.

As per our report of even date attached

For Walker Chandiok & Co. LLP
Chartered Accountants
Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das
Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2026

Prakash Lohia
Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2026

Sachin Selot
Chief Financial Officer
Place: New Delhi
Date: 30th June 2026

Bala Ji
Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2026

Operating Results For Ten Years At A Glance (₹ Lakhs)

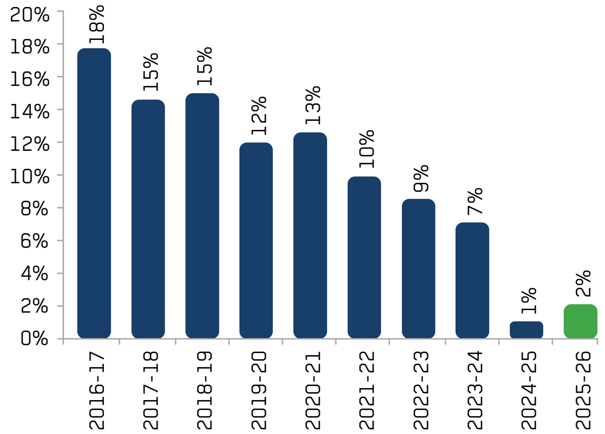
	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Gross income	77827.95	82399.43	98997.81	149221.98	133885.81	179213.44	220541.57	230912.15	235497.88	**256111.93**
Gross expenditure	64359.37	68792.26	82942.63	125326.91	108708.04	154096.15	193579.08	204539.34	219588.55	**237708.01**
Finance Costs	1074.86	1368.76	1467.95	2100.31	1816.97	1319.92	2853.99	2638.33	5787.43	**5504.34**
Operating profit	**12393.72**	**12238.41**	**14587.23**	**21794.76**	**23360.80**	**23797.37**	**24108.50**	**23734.48**	**10121.90**	**12899.58**
Depreciation	2054.76	2754.39	2927.95	5878.49	5668.62	6357.65	6698.45	7386.53	12807.43	**12727.33**
Profit before tax and Extraordinary item	**10338.96**	**9484.02**	**11659.28**	**15916.27**	**17692.18**	**17439.72**	**17410.05**	**16347.95**	**(2685.53)**	**172.25**
Tax - Current tax	2255.28	2260.93	3246.64	4192.57	4129.03	4308.00	6089.07	2399.92	(1033.24)	**-**
-Deferred Tax Charge / (Credit)	552.64	472.04	(176.03)	(1219.79)	377.32	(5.05)	(443.53)	1794.33	(920.00)	**139.36**
Profit after tax	**7531.04**	**6751.05**	**8588.67**	**12943.49**	**13185.83**	**13136.77**	**11764.51**	**12153.70**	**(732.29)**	**32.89**
Dividend (including tax)	404.91	404.91	405.32	663.43	-	670.72	1,006.08	1,006.08	558.93	**111.79**
Retained Profits	**7126.13**	**6346.14**	**8183.35**	**12280.06**	**13185.83**	**12466.05**	**10758.43**	**11147.62**	**(1291.22)**	**(78.90)**
Earnings per share (₹)	**72.63**	**65.10**	**82.83**	**115.78**	**117.95**	**118.28**	**105.24**	**108.72**	**(6.55)**	**0.29**

*Considering the impact of Business Combination from 1st April, 2019

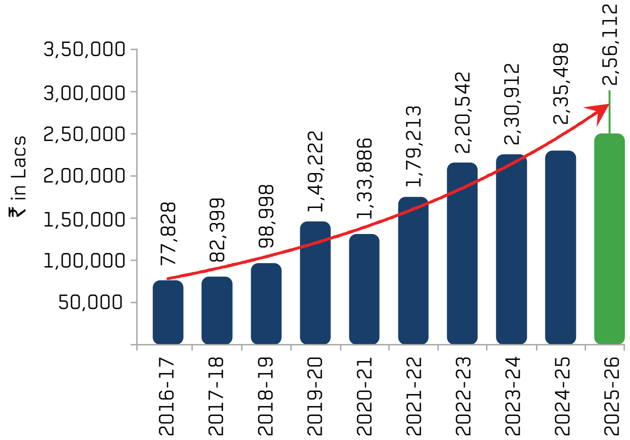
Year-End Financial Position for Ten Years At A Glance (₹ Lakhs)

	31.03.2017	31.03.2018	31.03.2019	31.03.2020	3/31/2021	3/31/2022	3/31/2023	3/31/2024	3/31/2025	3/31/2026
SOURCES OF FUNDS										
Share capital	1047.03	1047.03	1047.03	708.32	1127.94	1127.94	1127.94	1127.94	1127.94	**1127.94**
Reserves and surplus	30819.92	37467.26	47587.21	89537.25	102484.58	113381.29	123713.08	134904.53	134569.88	**134694.70**
Shareholder's fund	**31866.95**	**38514.29**	**48634.24**	**90245.57**	**103612.52**	**114509.23**	**124841.02**	**136032.47**	**135697.82**	**135822.64**
Long term loan	4995.56	2916.69	1648.11	6600.61	3871.05	6576.36	28389.65	21393.89	15209.85	**17499.99**
Bank borrowings	5822.55	8894.22	7139.53	6944.96	11812.85	7909.96	7688.42	20257.05	21169.08	**38700.00**
Short term loan from banks	4500.00	4000.00	7000.00	4500.00	-	11,998.32	20,010.00	26,820.00	31,090.00	**-**
Short term loan from Others	-	-	-	3388.38	587.12	3026.12	3373.50	3757.50	2780.50	**2106.50**
Loan funds	**15318.11**	**15810.91**	**15787.64**	**21433.95**	**16271.02**	**29510.76**	**59461.57**	**72228.44**	**70249.43**	**58306.49**
Deferred tax liability(net)	2299.47	2875.23	3286.65	2369.08	2815.87	2009.90	1422.87	3231.93	2633.65	**2841.53**
Funds available	**49484.53**	**57200.43**	**67708.53**	**114048.60**	**122699.41**	**146029.89**	**185725.46**	**211492.84**	**208580.90**	**196970.66**
APPLICATION OF FUNDS										
Fixed assets	29303.84	34668.47	42429.94	71968.03	74815.48	96102.84	146961.21	178501.60	187865.12	**192431.46**
Depreciation	2049.66	4667.22	7552.45	16424.63	21732.12	27672.32	33533.87	39618.56	51707.48	**62663.70**
Fixed asstes (net)	**27254.18**	**30001.25**	**34877.49**	**55543.40**	**53083.36**	**68430.52**	**113427.34**	**138883.04**	**136157.64**	**129767.76**
Investments	1813.96	2185.00	4724.49	12836.71	38220.06	14466.74	14402.15	17767.44	10764.04	**10980.70**
Net Other Assets	**20416.39**	**25014.18**	**28106.55**	**45668.49**	**31396.00**	**63132.63**	**57895.97**	**54842.36**	**61659.20**	**56222.20**
Funds employed	**49484.53**	**57200.43**	**67708.53**	**114048.60**	**122699.42**	**146029.89**	**185725.46**	**211492.84**	**208580.88**	**196970.66**

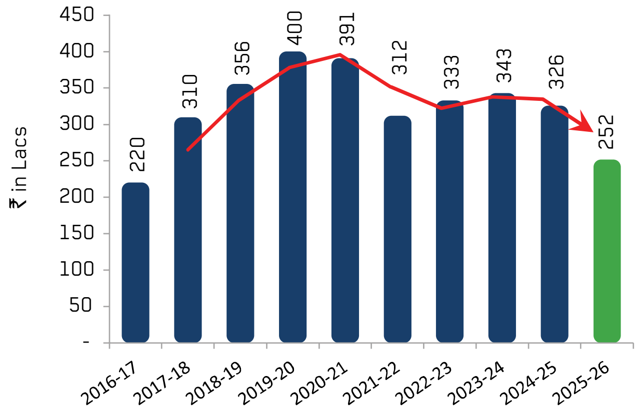
Return of Total Asset



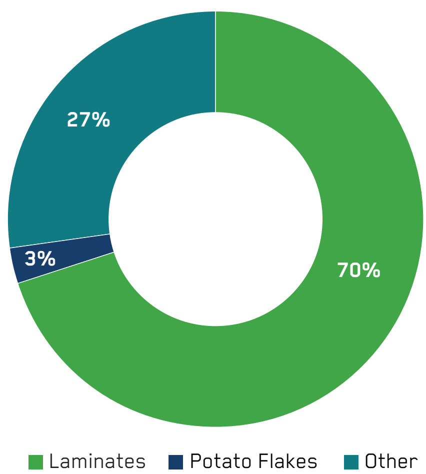
Gross Income



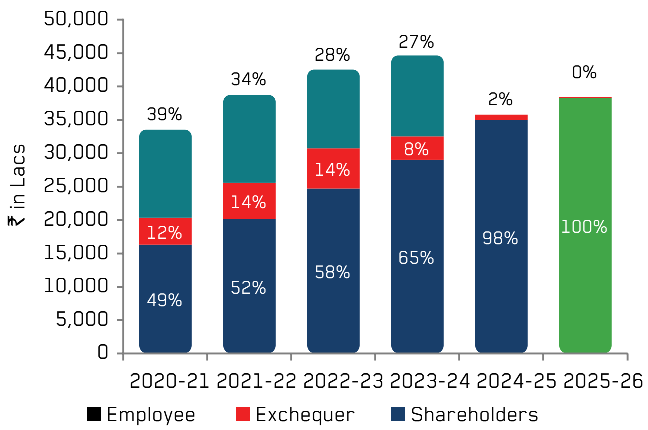
Group CSR Expenditure



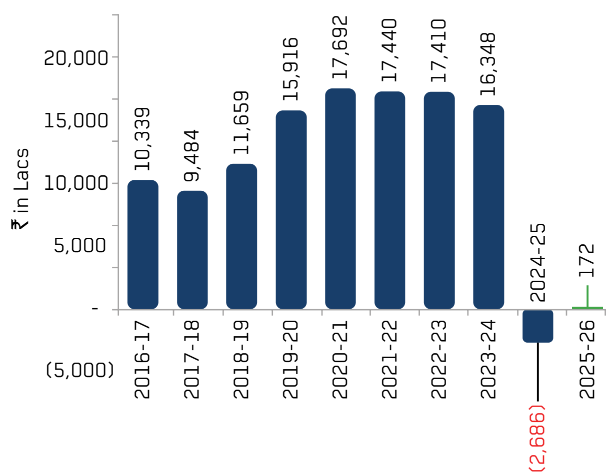
Group Segment Revenue



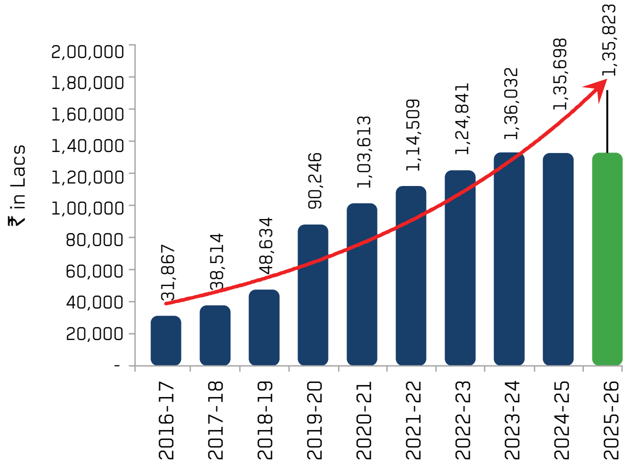
Distribution of Value Added



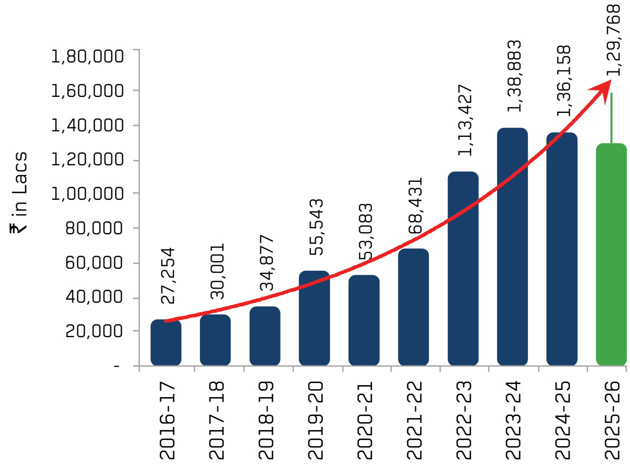
Profit Before Tax



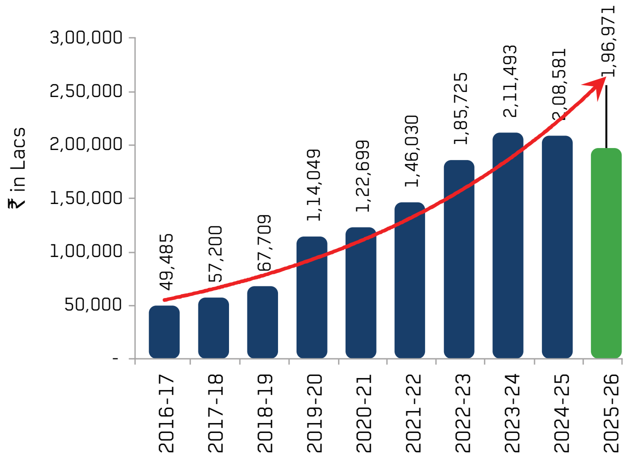
Shareholders' Equity



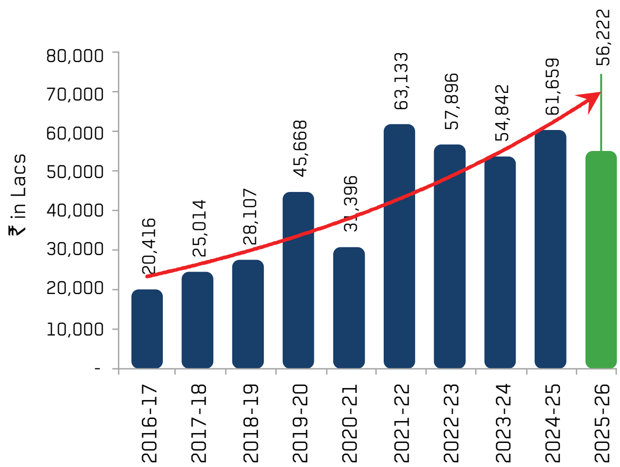
Property, Plant & Equipment



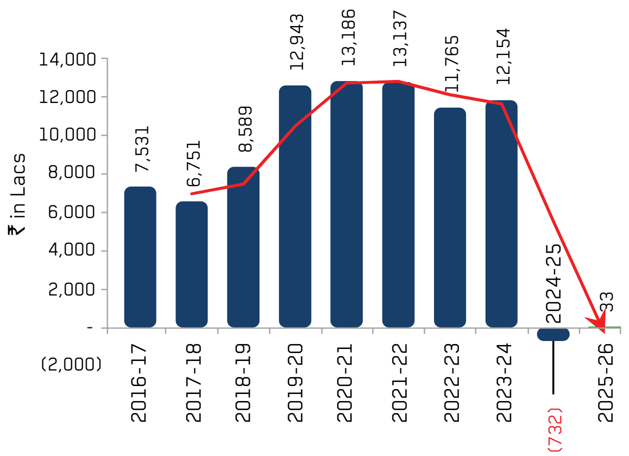
Net Funds Employed



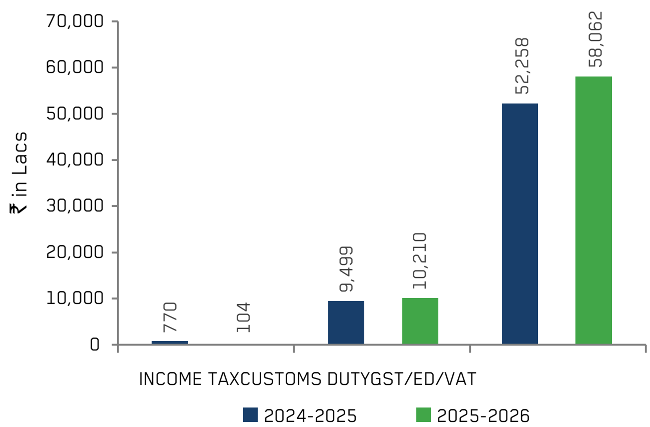
Net Current Assets



Profit After Tax



Group Contribution to Exchequer (Gross)



NOTICE

Merino Industries Limited
CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1,
Chowringhee Road, Kolkata: 700 020
Phone: 033-2290-1214, Fax: 91-33-2287-0314
E-mail: balaji@merinoindia.com
Website:www.merinogroup.com

NOTICE

TO THE MEMBERS,

NOTICE is hereby given that the 61st Annual General Meeting ("AGM") of the members of Merino Industries Limited will be held on Friday, the 25th day of September, 2026 at 11:30 a.m. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility at the Registered Office at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata-700020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors ("the Board") and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered, adopted and approved."

2. To declare dividend of ₹1.00 per equity share for the financial year ended on 31st March, 2026 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** dividend @ 10% (i.e., ₹ 1 per equity share of ₹ 10/-) as recommended by the Board of Directors be and is hereby approved as declared by the Company."

3. To appoint a Director in place of Shri Manoj Lohia, Whole-time Director (DIN: 00127775), who retires by rotation and being eligible, offers himself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** in accordance with the provisions of Sections 152(6), 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded for the appointment of Shri Manoj Lohia (DIN: 00127775) as Whole-time Director of the company for further period of three years effective 1st day of December, 2026, liable to retire by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to him for the said period be approved on the terms and conditions as are set out in the agreement to be entered into between the company and Shri Manoj Lohia, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Manoj Lohia:

1.	Salary	₹16,15,313/- per month (consolidated) for the period from 01.12.2026 to 31.03.2027 and in the scale with effect from 01.04.2027 and ending on 30.11.2029 ₹16,15,313-1,61,531-1,77,684- 1,95,453-21,49,981 with the increment falling due on 1st April 2027, 1st April 2028 and 1st April, 2029.

2.	Perquisites	Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).
		The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Manoj Lohia, shall not exceed ₹ 1,00,000/- (Rupees One Lac only) as per financial year.
		The perquisites amounting to ₹ 1,00,000/- (Rupees One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.
		Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.
3.	Additional Benefits	The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Manoj Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.
		The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Manoj Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.
4.	Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.

"**RESOLVED FURTHER THAT** any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution."

4. To appoint a Director in place of Shri Deepak Lohia (DIN: 00154027), who retires by rotation and being eligible, offers himself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 152(6), 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded for the appointment of Shri Deepak Lohia (DIN: 00154027) as Whole-time Director of the Company for a further period of three years, effective 1st day of December, 2026 liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to him for the said period on the terms and conditions as are set out in the agreement to be entered into between the Company and Shri Deepak Lohia, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Deepak Lohia:

1.	Salary	₹ 24,44,531/- per month (consolidated) for the period from 01.12.2026 to 31.03.2027 and in the scale with effect from 01.04.2027 and ending on 30.11.2029 ₹ 24,44,531-2,44,453-2,68,898-2,95,788-32,53,670 with the increment falling due on 1st April 2027, 1st April 2028 and 1st April, 2029.

2.	Perquisites	Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).
		The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Deepak Lohia, shall not exceed ₹ 1,00,000/- (Rupees One Lac only) as per financial year.
		The perquisites amounting to ₹ 1,00,000/- (Rupees One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.
		Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.
3.	Additional Benefits	The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse, children and to Shri Deepak Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.
		The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Deepak Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.
4.	Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.

"**RESOLVED FURTHER THAT** any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution."

5. To re-appoint a Director in place of Shri Nripen Kumar Dugar (DIN: 00127790), Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

   "**RESOLVED THAT** in accordance with the provisions of Sections 152(6), and all other applicable provisions of the Companies Act, 2013 and (including any statutory modifications or re-enactment thereof for the time being in force) consent of the members of the company be and is hereby accorded to the re-appointment of Shri Nripen Kumar Dugar (DIN: 00127790) in the capacity of Director of the company liable to retire by rotation, being eligible has offered himself for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013.

   "**RESOLVED FURTHER THAT** any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution."

SPECIAL BUSINESS:

6. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2026-27 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act,2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and as recommended by the Audit Committee and approved by the Board of Directors, the remuneration of ₹1.75 Lakhs (Rupees One Lakh Seventy Five thousand only) excluding applicable Tax payable to M/s Chandra Wadhwa & Co., Cost Accountants, (FRN: 000239) appointed by the Board of Directors for conducting cost audit of the Company for the financial year 2026-27, be and is hereby ratified."

Place: New Delhi
Date: 30.06.2026

By order of the Board
For **Merino Industries Limited**

Bala Ji
Company Secretary
Membership No: F9919

Regd. Office:
MERINO INDUSTRIES LIMITED
CIN: U51909WB1965PLC026556
5, Alexandra Court,
60/1, Chowringhee Road,
Kolkata - 700020
Phone: 033 2290-1214
Fax: 033 2287-0314
E-mail: balaji@merinoindia.com
Website:www.merinogroup.com

NOTES:

1. The Ministry of Corporate Affairs (MCA), in continuation of its General Circulars vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular no. 09/2023 issued dated September 09, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (collectively **"MCA Circulars"**), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the 61^{st} AGM of the Company is being convened and conducted through VC/OAVM.

2. The Company has enabled the Members to participate at the 61^{st} AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members at the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM though VC/OAVM.

3. Those Shareholders having their shares in physical mode and whose email IDs are not registered, are requested to register their email ID with MUFG Intime India Private Limited (Earlier known as M/s C B Management Services (P) Limited), the Registrar and Share Transfer Agent (RTA) of the Company at madhusudan.sen@in.mpms.mufg.com, by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them. The shareholders having their shares in DEMAT mode are requested to update their email ids with their DP.

4. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 61^{st} AGM through VC/OAVM Facility and e-Voting during the 61^{st} AGM.

5. Members may join the 61^{st} AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11-15 a.m. IST i.e. 15 minutes before the time scheduled to start the 61^{st} AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 61^{st} AGM.

6. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 61^{st} AGM without any restriction on account of first-come- first-served principle.

7. The attendance of the Members attending the 61^{st} AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning the items of special business as per the agenda items to be transacted at this Annual General Meeting is annexed hereto.

9. The notice convening this Annual General Meeting circulated to the members of the Company is made available on the Company's website at www.merinogroup.com. All documents referred to in the Notice calling the AGM and the Explanatory Statement are also available on the website of the Company for inspection by the Members.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 25^{th} September, 2026. Members seeking to inspect such documents can send an email to balaji@merinoindia.com.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM together with annual report has been uploaded on the website of the Company at www.merinogroup.com.

The Notice of AGM together with annual report is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2026 to 25th September, 2026 (both days inclusive).

14. Members are requested to make all correspondences in connection with shares held by them by addressing letters quoting their folio numbers directly to MUFG Intime India Private Limited (Earlier known as M/s C B Management Services (P) Limited), Rasoi Court 5th Floor 20, Sir R N Mukherjee Road, Kolkata 700001, the Registrar and Share Transfer Agent of the Company.

15. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts, or to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios quoting their Folio Number(s) with a self-attested copy of address proof, i.e. Voter Identity Card, Aadhaar Card, Electric / Telephone Bill or Driving License or Passport. Members are also requested to kindly inform their Bank Account details to MUFG Intime India Private Limited (Earlier known as M/s C B Management Services (P) Limited), the Registrar and Share Transfer Agent of the Company.

16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent of the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.

17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

18. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) before 18th September, 2026. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.

19. Members are requested to intimate beforehand to the Company their queries, if any, regarding the accounts/ notice/statutory registers at least ten days before the meeting to enable the management to keep the information required readily available at the meeting.

20. The Equity Shares of the Company are in the depository set up by the National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the Company are in the dematerialization list with ISIN No. INE662B01017.

21. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Rules framed thereunder the dividend for the year 2019-2020 and onwards will be deposited with the Investor Education and Protection Fund established by the Central Government as per the table given hereunder:

Financial Year	Date of declaration of Dividend	Date of Transfer to Unpaid Dividend Account	Due date of lodging claim with company	Due date of transfer to IEPF
2019-2020	23.09.2019	30.10.2019	29.09.2026	29.10.2026
	23.03.2020	29.04.2020	28.03.2027	28.04.2027
2020-2021	30.09.2021	10.10.2021	09.09.2028	09.10.2028
2021-2022	30.09.2022	03.11.2022	02.10.2029	02.11.2029
2022-2023	29.09.2023	02.11.2023	01.10.2030	30.10.2030
2023-2024	27.09.2024	29.10.2024	28.09.2031	28.10.2031
2024-2025	26.09.2025	01.11.2025	31.10.2032	29.11.2032

Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.merinogroup.com. Members who have not encashed dividend declared by the Company, are advised to write to the Company immediately along with relevant Folio No. or DP ID and Client ID, duly discharged, or to the Company's Registrar and Share Transfer Agent to facilitate payment of the dividend.

22. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend does not exceed ₹ 5,000. In general, to enable compliance with

TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address for updating at balaji@merinoindia.com.

23. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.

24. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address balaji@merinoindia.com.

    a. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:

        i) Name and Branch of Bank and Bank Account type;

        ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;

        iii) 11-digit IFSC Code;

    b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

    c. self-attested scanned copy of the PAN Card; and

    d. self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

    For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

25. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member

26. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 14 / 2020 and 17 /2020, dated April 08, 2020 and April 13, 2020 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, the Notice convening the General Meeting will be sent to the e-mail addresses as provided by the shareholders, recorded with their depositories.

27. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 18th September, 2026.

28. M/s D. K. Chawla & Co. (bearing COP No. 15232) through its proprietor, Ms. Dasvinder Kaur, Practicing Company Secretary (Membership No. A33095) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

29. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e-voting, thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Company Secretary of the Company.

30. The Results shall be declared within 48 hours of conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.merinogroup.com and on the website of CDSL immediately after the result is declared by the Company Secretary.

31. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting with the assistance of the Scrutinizer by use of e-voting platform of CDSL for all those members who have not cast their votes earlier either by remote e-voting.

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, and General Circular no. 09/2023 issued dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (collectively "MCA Circulars"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.merinogroup.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

A. The voting period begins on Tuesday, 22nd September, 2026, at 9:00 a.m. and ends on Thursday, 24th September, 2026, at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 18th September, 2026 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

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

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

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

D. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

   Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

E. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

  1) The shareholders should log on to the e-voting website www.evotingindia.com.

  2) Click on "Shareholders" module.

    a. Now enter your User ID

    b. For CDSL: 16 digits beneficiary ID,

    c. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    d. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

  3) Next enter the Image Verification as displayed and Click on Login.

  4) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

  5) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

F. After entering these details appropriately, click on "**SUBMIT**" tab.

G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

H. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

I. Click on the EVSN for the relevant ←Company Name→ on which you choose to vote.

J. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

K. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

L. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

M. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

O. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

P. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Q. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; balaji@merinoindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e- voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at balaji@merinoindia.com (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at balaji@merinoindia.com (Company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

Place: New Delhi
Date: 30.06.2026

By order of the Board
For **Merino Industries Limited**

Bala Ji
Company Secretary
Membership No: F9919

Regd. Office:
MERINO INDUSTRIES LIMITED
CIN: U51909WB1965PLC026556
5, Alexandra Court, 60/1, Chowringhee Road,
Kolkata - 700020
Phone: 033 2290-1214
Fax: 2287-0314
E-mail: balaji@merinoindia.com
Website: www.merinogroup.com

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items of Special and Ordinary Business set out in the Notice convening the 61st Annual General Meeting of the Company to be held on 25th September, 2026:

Item Nos. 3 & 4 of the Notice:

General Information: As required under Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) in respect of re-appointment and payment of remuneration of Shri Manoj Lohia, Whole Time Director and Shri Deepak Lohia, Whole Time Director.

Nature of Industry: The Company operates in diversified fields of industry. It manufactures decorative laminates under the brand name "MERINO". It also manufactures formaldehyde and space saving furniture with wide ranging patterns and a host of colours and shades under brand name 'MY SPACE'. The Company has diversified into Agro business and is manufacturing potato flakes under the brand name 'VEGIT'.

Date or expected date of commencement of commercial production: The Company is an existing one and is in operation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

Financial performance based on given indicators: The performance of the Company (standalone basis) as per audited financials statement for the F.Y. ended 2025-26 is given hereunder:

Turnover	2,52,056.39
Net profit / (loss) after tax	32.89

Foreign investments or collaborations, if any:

ORDINARY BUSINESS:

ITEM NO. 3

APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI MANOJ LOHIA, WHOLE-TIME DIRECTOR (DIN 00127775), WHO RETIRES BY ROTATION, OFFERS HIMSELF FOR RE-APPOINTMENT.

Shri Manoj Lohia (DIN 00127775) has been associated with Merino Group since 2004 in the capacity of Whole-Time Director of its former subsidiary company Merino Panel Products Limited from 2004 till 2021 and is also appointed as the Whole time Director in this Company since 1st December 2020. Considering his experience in overall Business Administration and his valuable contribution towards growth of sale Company's products in Southern India, the Board recommends that it would be in the interest of the Company to re-appoint Shri Manoj Lohia as a Whole-time Director for a period of three years with effect from 1st December, 2026. To give effect to his re-appointment, a special resolution is required to be passed by the shareholders of the Company and accordingly the resolution appointing Shri Manoj Lohia as Whole-time Director is placed before the shareholders for approval.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

1	Background details/ Qualification	Shri Manoj Lohia, Graduation in B.Com, is aged about 54 years, has been associated with Merino Group through its former subsidiary Company, Merino Panel Products Limited as Director since 2004 and currently, associated with Merino Industries Limited as Whole Time Director in the Company since 1st December 2020.
2	Past Remuneration	₹ 15,38,393/- per month along with remuneration details as provided in the resolution above.
3	Job Profile and his suitability	Overseeing marketing and sale of Company's Products in Southern India. Shri Manoj Lohia has around 30 years' experience and he has contributed immensely towards the growth and success of the group.
4.	Recognition or awards	N.A.

5	Remuneration proposed	**Salary :** ₹16,15,313/- per month (consolidated) for the period from 01.12.2026 to 31.03.2027 and in the scale with effect from 01.04.2027 and ending on 30.11.2029 ₹16,15,313-1,61,531-1,77,684- 1,95,453-21,49,981 with the increment falling due on 1st April 2027, 1st April 2028 and 1st April, 2029. **Perquisites:** Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only). The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Manoj Lohia, shall not exceed ₹ 1,00,000/- (Rupees One Lac only) as per financial year. The perquisites amounting to ₹ 1,00,000/- (Rupees One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites. Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act. **Additional Benefits:** The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Manoj Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration. The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Manoj Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment. **Minimum Remuneration** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations. However, at a meeting of the Nomination and Remuneration Committee held on 30th June, 2026, the Committee recommended fixing the remuneration of Shri Manoj Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Manoj Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his father Shri Rupchand Lohia, Chairman Emeritus and his brother Shri Prasan Lohia, Whole-time Director. Other Directors i.e. Shri Prakash Lohia, Chairman & Managing Director, Miss Ruchira Lohia, Shri Bikash Lohia, Shri Deepak Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMP are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Anil Jajoo, Whole-time Director, Shri Sachin Selot, Chief Financial Officer and Shri Balaji, Company Secretary also falling under the category of KMP and Shri K.T. Prasad, Non-Executive Director, Shri Prabal Kumar Sarkar and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION

1	Reasons for loss or inadequate profits	The Company has not incurred any loss.
2	Steps taken or proposed to be taken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained and can be improved in the years to come.

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the re-appointment of Shri Manoj Lohia as Whole-time Director with effect from 1st December, 2026 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution. The terms of remuneration specified in the said Special Resolution are now placed before the shareholders, for their approval. Your directors recommend the approval of the resolution.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Manoj Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Manoj Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Shri Manoj Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The above item of ordinary business does not relate to or affect any other company.

ITEM NO.4: TO APPOINT A DIRECTOR IN PLACE OF SHRI DEEPAK LOHIA (DIN: 00154027), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Shri Deepak Lohia (DIN 00154027) has been associated with Merino Group since 2004 in the capacity of Whole-Time Director of its former subsidiary company Merino Panel Products Limited from 2004 till 2021 and is also appointed as the Whole time Director in this Company since 1st December 2020. Considering his experience in overall Business Administration and his valuable contribution towards this Company and its former subsidiary, the Board recommends that it would be in the interest of the Company to re-appoint Shri Deepak Lohia as a Whole-time Director for a period of three years with effect from 1st December, 2026. To give effect to his re-appointment, a special resolution is required to be passed by the shareholders of the Company and accordingly the resolution appointing Shri Deepak Lohia as Whole-time Director is placed before the shareholders for approval.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

1	Background details	Shri Deepak Lohia, B.E. (Mech.), is aged about 50 years, has been associated with Merino Group through its former subsidiary Company, Merino Panel Products Limited as Director since 2004 and currently, associated with Merino Industries Limited as Whole-Time Director in the Company since 1st December 2020.
2	Past Remuneration	₹ 23,28,125/- per month along with remuneration details as provided in the resolution above.
3	Job Profile and his suitability	Overseeing production, import of design papers, raw materials, chemicals, etc. Shri Deepak Lohia has around 29 years' experience and he has contributed immensely towards the growth and success of the group.
4.	Recognition or awards	N.A.

5	Remuneration proposed	**Salary:** ₹ 24,44,531/- per month (consolidated) for the period from 01.12.2026 to 31.03.2027 and in the scale with effect from 01.04.2027 and ending on 30.11.2029 ₹ 24,44,531-2,44,453-2,68,898-2,95,788-32,53,670 with the increment falling due on 1st April 2027, 1st April 2028 and 1st April, 2029. **Perquisites:** Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only). The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Deepak Lohia, shall not exceed ₹ 1,00,000/- (Rupees One Lac only) as per financial year. The perquisites amounting to ₹1,00,000/- (Rupees One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites. Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act. **Additional Benefits:** The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Deepak Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration. The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Deepak Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment. **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the proposed appointee would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 30th June, 2026, the Committee recommended fixing the remuneration of Shri Deepak Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Except in the capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Deepak Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his brother, Shri Bikash Lohia, Whole-time Director. Other Directors i.e. Shri Rup Chand Lohia, Chairman Emeritus, Shri Prakash Lohia, Chairman & Managing Director, Shri Prasan Lohia, Miss Ruchira Lohia, Shri Manoj Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMP are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Anil Jajoo, Whole-time Director, Shri Sachin Selot, Chief Financial Officer and Shri Balaji, Company Secretary also falling under the category of KMP and Shri KT Prasad, Non-Executive Director, Shri Prabal Kumar Sarkar and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION

1	Reasons for loss orinadequate profits	The Company has not incurred any loss.
2	Steps taken or proposed to betaken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained, and can be improved in the years to come.

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable.

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Shri Deepak Lohia as Whole-time Director with effect from 1st December, 2026 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Ordinary Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Schedule V, his appointment requires approval of the shareholders by way of Special Resolution (as specified in Item No. 4). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Shri Deepak Lohia as Whole-time Director was placed before the meeting of Board of Directors held on 30th June, 2026, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Deepak Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Deepak Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Shri Deepak Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The above item of ordinary business to be transacted at this meeting of the company does not relate to or affect any other company.

SPECIAL BUSINESS:

RELATING TO ITEM NO. 6: TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR FY 2026-27 – ORDINARY RESOLUTION

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (FRN: 000239) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 at a remuneration of ₹1.75 Lakhs/- plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be determined by the shareholders of the Company. Accordingly, your consent is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

Brief particulars of Directors proposed to be Directors proposed to be appointed / re-appointed:

Name	Shri Manoj Lohia
Age	54 years
Qualification	B.Com
Specialized Expertise	Overseeing marketing and sale of Company's Products in Southern India. Shri Manoj Lohia has around 30 years of experience.
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto.
Date of first appointment on the Board	01/12/2020
Number of shares held in Company	142016 Equity Shares (1.27% of the paid-up share capital of the company) as on 31st March, 2026.
Directorship in other companies	Merino Properties Private Limited
Relationship with other Directors	Son of Shri Rup Chand Lohia, Chairman Emeritus, Brother of Shri Prasan Lohia, Whole-time Director and not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	01 (One)
Membership/ Chairmanship of Committees of other Boards	NIL

Name	Shri Deepak Lohia
Age	50 Years
Qualification	B.E. (Mech.)
Specialized Expertise	Overseeing production, import of design papers, raw materials, chemicals, etc. Shri Deepak Lohia has about around 29 years of experience.
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto.
Date of first appointment on the Board	01/12/2020
Number of shares held in Company	264933 Equity Shares (2.37% of the paid-up share capital of the company) as on 31st March, 2026.
Directorship in other companies	• Merino Properties Private Limited • KBGB Agritech Private Limited
Relationship with other Directors	Brother of Shri Bikash Lohia, Whole-time Director and not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	02 (Two)
Membership/ Chairmanship of Committees of other Boards	NIL

Concept, Content & Design
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