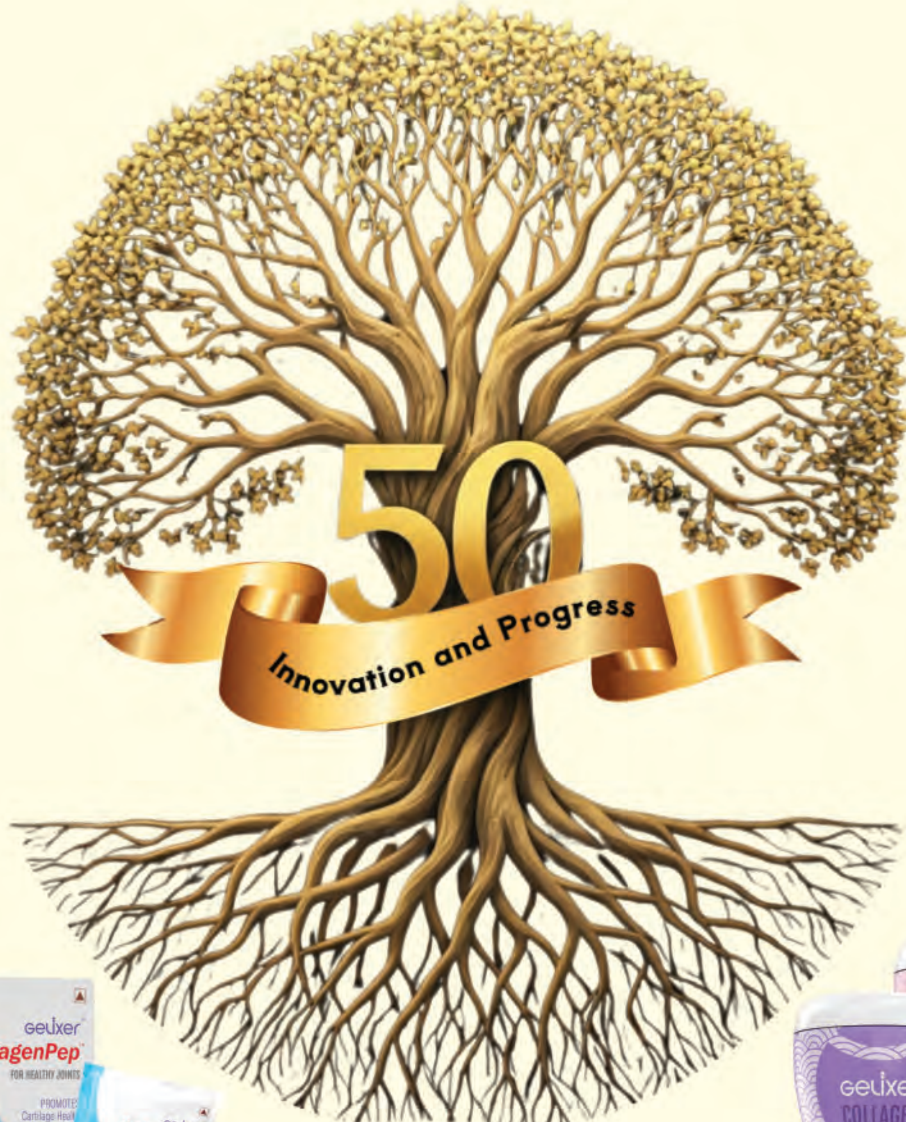


49th ANNUAL REPORT 2024 - 25

Nitta Gelatin India Limited

www.gelatin.in

Nitta Gelatin India Limited

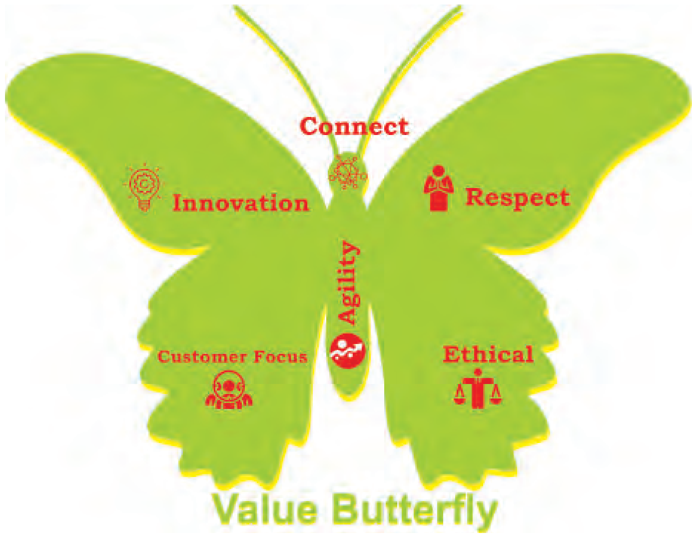
Vision & Mission

Our Vision

"To be a leading player in collagen based solutions striving for customer delight through sustainable operations."

Our Mission

"Harnessing the potential of collagen with unwavering commitment to sustainability."



Message from

Hidenori Takemiya

President,
Nitta Gelatin Inc.
Osaka, Japan
2-22, Futamata, Yao City, Osaka 581-0024, Japan

Dear Shareholders,

I am deeply honoured to address you on the historic juncture of your Company's golden jubilee in 2025, a milestone that reflects a legacy of excellence inspired by your esteemed group leader, Nitta Gelatin Inc., Japan, which celebrated its centennial anniversary in 2018. I would like to extend my heartfelt gratitude to all those who have led the Company over the years, the management team and most importantly, our dedicated employees-who remain our greatest asset. It is through their unwavering commitment and support that these remarkable achievements have been made possible. I would also like to acknowledge the invaluable support provided by the Government of Kerala and the Kerala State Industrial Development Corporation Ltd., which has been instrumental in your Company's growth journey.

Your Company is focused on Gelatin supply to pharmaceutical and nutraceutical Companies for hard gelatin and soft gelatin capsules. It is also a pioneer in functional Collagen Peptide for nutrition and wellness.

India's position as a dominant force in pharmaceutical and nutraceutical space has encouraged your Company to embark on capacity expansion for Gelatin. Falling gelatin prices and reciprocal tariffs by US administration are the challenges faced by the global gelatin industry. However, your Company expects the demand for pharmaceutical and nutraceutical grade hard and soft capsules to expand in line with the growth in those industries.

The Collagen Peptide expansion project is progressing well and is expected to commence commercial production in the second quarter of this financial year as originally envisaged.

As always, myself on behalf of Nitta Gelatin Inc. reaffirm our steadfast commitment for supporting the continued growth and success of your Company, enabling it to achieve new milestones in the years ahead.

Warm Regards,

Hidenori Takemiya

Hidenori Takemiya

Message from the
CHAIRMAN

APM Mohammed Hanish IAS
Principal Secretary to Government
Industries, Sports & Youth Affairs & Revenue (Waqf) Department
Government of Kerala

Government Secretariat, Thiruvananthapuram, Kerala – 695 001

Dear Shareholders,

It is with great pleasure that I address you during this momentous occasion, as your Company celebrates its golden jubilee year in 2025. This milestone marks a remarkable journey that began in 1975, during which the Company positively impacted numerous lives, owing much to the steadfast support of both the Government of Kerala and the Kerala State Industrial Development Corporation Ltd. (KSIDC). In the Financial Year 2024-25, the Company continued its trajectory of steady growth in business volumes, further strengthened by the ongoing collaboration with your esteemed overseas partner, Nitta Gelatin Inc., Japan.

The Government of Kerala recently organized the Invest Kerala Global Summit 2025, on February 21 and 22, 2025, in Kochi. This prestigious event brought together visionary leaders, global investors, industry experts and policymakers to engage in transformative discussions and explore Kerala's vast investment potential. The State remains committed to fostering sustainable and responsible growth. During the summit, the Hon'ble Chief Minister of Kerala, Shri Pinarayi Vijayan, assured participants that no investor would be compelled to leave Kerala due to lack of land availability, despite land being a scarce resource in the State. The State Government has also made significant progress in streamlining procedures to eliminate bureaucratic delays and red tape through a single window mechanism, thereby facilitating a more investor-friendly environment. At the Summit, your Company announced the gelatin expansion project.

I am proud to note that Kerala, recognized as a Top Achiever in the Ease of Doing Business rankings, is well-positioned to emerge as a hub for innovative investments, offering a highly conducive environment for enterprises, like yours, seeking long-term growth and sustainability.

I extend my best wishes for the continued success of the Company.

Thanks and Regards,

APM Mohammed Hanish IAS

BOARD OF DIRECTORS

Mr. APM Mohammed Hanish IAS
Chairman

Mr.Praveen Venkataramanan
Managing Director

Mr. Mir Mohammed Ali IAS
Nominee Director

Mr. Hidenori Takemiya
Nominee Director

Mr. Kazuya Hayashi
Nominee Director

Mr. E. Nandakumar
Independent Director

Dr. Justice (Retd.) M. Jaichandren
Independent Director

Mr. V. Ranganathan
Independent Director

Prof. Dr. M.K.Chandrasekharan Nair
Independent Director

Mrs. Shirley Thomas
Independent Director

Mr.Hidehito Jay Araki
Independent Director

Mr. Sajiv K. Menon
Non-Executive
Non-Independent Director

BOARD OF DIRECTORS

Chairman	:	Mr. APM Mohammed Hanish IAS
Directors	:	Mr. Mir Mohammed Ali IAS Mr. Hidenori Takemiya Mr. Kazuya Hayashi Mr. E. Nandakumar Dr. Justice (Retd.) M. Jaichandren Mr. V. Ranganathan Prof. Dr. M.K. Chandrasekharan Nair Mrs. Shirley Thomas Mr. Hidehito Jay Araki Mr. Sajiv K. Menon
Managing Director	:	Mr. Praveen Venkataramanan
Chief Financial Officer	:	Mr. P. Sahasranaman
Company Secretary	:	Mr. Vinod Mohan
Statutory Auditors	:	Walker Chandiok & Co LLP, Kochi
Bankers	:	State Bank of India HDFC Bank Standard Chartered Bank Sumitomo Mitsui Banking Corporation Mizuho Bank UCO Bank Federal Bank South Indian Bank
Legal Advisors	:	B.S. Krishnan & Associates Advocates, Ernakulam
Registrar & Share Transfer Agents	:	CAMEO Corporate Services Ltd. 1, Club House Road, Chennai - 600 002 Tel : 044-28460390 Fax: 044-28460129 E-mail: investor@cameoindia.com
Registered Office	:	Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam - 682 036
Factory	:	Ossein Division Kathikudam P. O., (Via) Koratty, Trichur District - 680 308 Gelatin Division KINFRA Export Promotion Industrial Parks Ltd., P.B. No. 3109, Infopark P. O., Kakkanad, Kochi - 682 042 Reva Division Plot No. 832, GIDC Industrial Estate, Jhagadia Dist., Bharuch, Gujarat - 393 110 Website : www.gelatin.in

Subsidiary Company

BAMNI PROTEINS LTD.: P.O. Dudholi - Bamni, Via Ballarpur - 442 701,
Dist. Chandrapur, Maharashtra, India.

Awards & Accolades

Receiving the KMA award - Category Health

Awards & Accolades

NIPM Award for CSR

Kerala Governor honours Nitta for Exemplary CSR Initiatives in Chalakudy –
A recognition of commitment to Community Development and Social Responsibility

CORPORATE SOCIAL RESPONSIBILTY

Nitta's CSR Initiative: Milch Cow Distribution at Meloor Farmers Club, Muringoor – Empowering Local Farmers with Livelihood Opportunities through Sustainable Income Generation.

Support for play ground at Kadukutty

Nitta's CSR Initiative: Sports Coaching Camp at Annamanada Grama Panchayath – Nurturing Young Talent and Promoting a Healthy Lifestyle

Sports coaching camp at MAMHS KORATTY

Volley ball coaching camp at Chalakudy

CORPORATE SOCIAL RESPONSIBILITY

Empowering Clean Communities Vehicle Donation for Household Plastic Waste Collection in Thrikkakara Municipality

Onam Fair

Supporting Community Healthcare - Donation of an Ambulance to Thrikkakara Co-operative Hospital, Thrikkakara

Distribution of Study Materials to Local Schools – Supporting Education and School Reopening Efforts

Inauguration of Miyawaki model forest at UPS Kathikudam

Construction of class room at St. Joseph LP School Muringoor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Reduce HbA1c,
Manage Blood Sugar,
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RICH IN PROTEIN PROVIDING ENERGY
SCIENTIFICALLY PROVEN TO HELP MANAGE BLOOD SUGAR
LOW GLYCEMIC INDEX
FOOD FOR SPECIAL DIETARY USE
FOOD TO SUPPORT BLOOD GLUCOSE LEVEL MANAGEMENT OF ADULTS WITH DIABETES
Chocolate Flavour
30 SACHETS
270 GM
FOR ORAL USE ONLY
INGREDIENTS
Food For Special Dietary Use
DIRECTIONS TO USE
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STRENGTH FOR LIFE'S ESSENTIAL MOMENTS
Boosts bone health naturally
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CONTENTS

Standalone Financial Highlights (10 Years)

(₹ in Lakhs)

Particulars	2015-16	2016-17	2017-18#	2018-19#	2019-20#	2020-21#	2021-22#	2022-23#	2023-24#	2024-25#
Total Income	36,099	35,016	34,786	26,190	29,778	35,892	43,432	49,206	48,964	53,743
Sales*	34,707	31,999	33,538	25,276	28,816	34,579	40,482	47,133	46,163	51,431
Exports (FOB)	17,763	16,535	16,383	11,508	12,134	18,813	20,242	20,447	18,052	22,893
Pre-tax Profit/(Loss)	2,643	3,183	1,074	(367)	688	2,434	3,761	7,808	10,988	10,968
Profit/(Loss) after tax	1,668	2,049	378	(264)	790	1,790	2,660	5,876	8,249	8,221
Total Comprehensive Income	-	2,109	306	(151)	201	2,220	2,434	5,886	8,248	8,219
Earning per share (₹)	17.33	23.23	4.16	-2.9	8.7	19.72	29.29	64.72	90.85	90.54
Dividend per share (₹)	2.5	2.5	2.5	1.5	2.5	3	4	7.5	6.0	8.0
Reserves, Retained Earnings and other Equity	12,469	13,010	13,771	13,346	13,409	15,402	17,564	23,086	30,653	38,327
Share Capital	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92
Shareholder's Funds	14,957	13,918	14,679	14,254	14,317	16,310	18,472	23,994	31,561	39,235
Return on Equity (%)	11.16	14.72	2.57	-1.85	5.51	10.98	14.40	24.49	26.13	20.95
Book Value/Share (₹)	147.34	153.29	161.68	157	157.69	179.6	203.5	264.3	347.62	432.11
Gross Block	21,818	9,772	14,232	15,562	17,178	17,657	18,863	20,386	21,327	23,206
Net Block	8,027	8,733	11,939	12,137	11,969	10,958	10,891	11,438	11,321	12,898

*sales is net of excise duty on domestic sales and freight &insurance on export sales
figures are as per Ind AS compliant Financial Statements

Consolidated Financial Highlights (10 Years)

(₹ in Lakhs)

Particulars	2015-16	2016-17	2017-18#	2018-19#	2019-20#	2020-21#	2021-22#	2022-23#	2023-24#	2024-25#
Total Income	36,089	36,477	34,672	30,395	34,378	39,769	51,055	56,618	54,392	54,458
Sales*	34,707	33,580	33,538	29,838	33,674	38,859	48,237	55,046	52,201	51,944
Exports (FOB)	17,763	17,959	16,383	14,246	13,679	21,294	25,168	24,964	21,311	23,368
Pre-tax Profit/(Loss)	1,814	2,398	1,188	733	1,341	2,532	4,916	9,907	11,638	11,172
Profit/(Loss) after tax	856	1,224	460	492	1,235	1,793	3,485	7,390	8,411	8,406
Total Comprehensive Income	856	1,281	383	623	554	2,256	3,248	7,394	8,410	8,404
Earning per share (₹)	10.77	16.24	4.91	3.82	12.38	19.15	36.26	77.44	91.02	92.46
Reserves, Retained Earnings and other Equity	10,909	14,053	14,060	14,409	14,728	16,685	19,623	26,553	34,132	41,992
Share Capital	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92	907.92
Shareholder's Funds	11,817	14,961	14,968	15,317	15,636	17,593	20,531	27,461	35,040	42,900
Gross Block	28,410	13,626	14,745	16,133	17,832	18,325	19,598	21,185	22,437	24,254
Net Block	12,812	12,272	12,312	12,542	12,442	11,430	11,374	11,954	12,096	13,520

*sales is net of excise duty on domestic sales and freight &insurance on export sales
figures are as per Ind AS compliant Financial Statements

NOTICE

Notice is hereby given that the 49th Annual General Meeting of Nitta Gelatin India Limited is scheduled to be held on Friday, the 01st Day of August, 2025 at 10.30 AM (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, together with the Report of the Auditors thereon.
2. To declare Dividend on Redeemable Preference Shares – 44,44,444 Shares of Rs. 10/- each @ 7.65063% p.a. absorbing an amount of Rs. 34,00,280.00.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Mr. APM Mohammed Hanish IAS (DIN: 02504842) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO.5 – RE-APPOINTMENT OF DR. JUSTICE (RETD.) M. JAICHANDREN (DIN: 08584025) - INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules framed thereunder read with Schedule IV to the Act, Regulation 16, 17 & 25 (2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Dr. Justice (Retd.) M. Jaichandren (DIN: 08584025), who holds office of Independent Director up to 03.08.2025 and approved by the Board of Directors at their meeting dated 02.05.2025, based on the recommendation of the Nomination and Remuneration Committee for continuance as such Director beyond 03.08.2025, who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 04.08.2025 for a period of 4 years and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

ITEM NO. 6 - APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof) upon the recommendation of the Board of Directors of the Company, M/s. SEP & Associates, Practicing Company Secretaries, Ernakulam (Peer Review No. 6780/2025) be and is hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, commencing from 1st April, 2025, at an annual remuneration of Rs. 1,60,000/- plus tax as applicable and out of pocket expenses, if any, at actuals and on such terms and conditions as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to modify and/ or revise the terms and conditions of the appointment including the remuneration of M/s. SEP & Associates, Practicing Company Secretaries at its discretion and to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.

ITEM NO. 7 - APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS BY THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company by way of an Ordinary Resolution be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may constitute for the purpose) for execution of contracts by the Company with Bamni Proteins Ltd with whom the Company has common Directorship, Nitta Gelatin Inc., Japan and Nitta Gelatin NA Inc., USA and to sell, purchase or supply any goods or material and to avail or render any service of any nature, whatsoever, as Board in its discretion may deem proper, subject to complying with the procedures to be fixed by the Board or its Committee, upto an amount and as per the terms and conditions mentioned under item no. 7 of the Explanatory Statement with respect to transactions proposed and annexed hereto with notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals- statutory, contractual or otherwise- in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

ITEM NO. 8 - REIMBURSEMENT OF PREMIUM PAID /PAYABLE FOR AVAILING TERM LIFE POLICY/ MEDICLAIM POLICY/BOTH TO MR. PRAVEEN VENKATARAMANAN, MANAGING DIRECTOR (DIN: 10607119)

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for the reimbursement of premium paid/payable to the extent of upto Rs. 50,000/- per annum towards term life insurance, Mediclaim insurance or both to Mr. Praveen Venkataramanan, Managing Director (DIN: 10607119), as approved and recommended by the Board of Directors.

RESOLVED FURTHER THAT the said reimbursement shall be made upon submission of valid proof of payment of such premium by Mr. Praveen Venkataramanan, Managing Director.(DIN: 10607119).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.

By Order of the Board

Sd/-

Kochi
16.06.2025

Vinod Mohan
Company Secretary
M.No. F8044

Notes:

1. **THE STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.**
2. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated 19.09.2024 which is sequel to their earlier Circular No. 09/2023 dated 25.09.2023, 10/2022 dated 28.12.2022, Circular No. 2/2022 dated 05.05.2022,Circular No. 2/2021 dated 13.01.2021 read with Circulars dated 05.05.2020, 08.04.2020 and 13.04.2020 (collectively referred to as "MCA Circulars") permits the holding of Annual General Meeting ("AGM") by VC/OAVM without the physical presence of the Members at a common venue. Accordingly, in compliance with the said provisions, the AGM of the Company shall be held through VC/OAVM and thus the Members can attend and participate in the AGM through VC/ OAVM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Member of the Company. Since the AGM is being held through VC/ OAVM, the physical attendance of the members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of Body Corporate can attend the AGM through VC and cast their votes through e-voting.
4. In compliance with the aforesaid MCA Circulars, Annual Report 2024- 25 which includes the Notice of the AGM, Board's Report, Financial Statements and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/

Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website https://www.gelatin.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL https://www.evotingindia.com/

5. Attendance of members through VC shall be counted for quorum under Section 103 of the Act.

6. The VC facility shall be kept open at least 15 minutes before the scheduled time of the AGM and shall not be closed till expiry of 15 minutes after the conclusion of the scheduled time for the AGM.

7. The record date is 25th July, 2025 to determine the members entitled to receive dividend as may be declared at the Annual General Meeting.

8. The dividend, if declared at the meeting will be paid latest by 30.08.2025 to those Shareholders whose names appear on the Register of Members as on closure, subject to deduction of tax at source.

9. In terms of SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, dividend shall be paid only through electronic mode with effect from 01.04.2024, with respect to shares held in physical mode for which PAN and complete KYC details i.e., Postal address with PIN, Mobile Number, Bank details and Specimen Signature are furnished.

   Members holding shares in physical mode and who have not registered PAN and complete KYC details are requested to furnish PAN and complete KYC details to Registrar and Share Transfer Agent at the below mentioned address in prescribed forms along with supporting documents. The forms can be downloaded from our website at www.gelatin.in and from the website of our RTA, Cameo Corporate Services Ltd. at https://cambridge.cameoindia.com:1000/Module/Downloadable_Formats.aspx

   Cameo Corporate Services Limited
   Unit: Nitta Gelatin India Limited
   Subramanian Building
   No.1, Club House Road,
   Chennai – 600 002

10. Pursuant to Finance Act, 2020 and subsequent provisions, dividend income is taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the RTA i.e, CAMEO Corporate Services Limited (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

    A Resident individual Shareholder with PAN, enjoying exemption under one or the other provisions of the Income Tax Act can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to our Registrar and Share Transfer Agent i.e, CAMEO Corporate Services Limited by 11:59 p.m. IST on Saturday, 26th July, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.

Rate of TDS:

Category	Status of PAN	Threshold Limit	Rate of TDS
Resident Shareholders	PAN Available	Upto Rs. 10,000 Per Annum	10%
Resident Shareholders	PAN Not Available	Upto Rs.10,000 Per Annum	20%
Non Resident Shareholders	PAN Available	No Limit	10%
Non Resident Shareholders	PAN Not Available	No Limit	20%
HUF/Firm/LLP/ Corporate	PAN Available	No Limit	10%
HUF/Firm/LLP/ Corporate	PAN Not Available	No Limit	20%

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their Country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits by sending an email to our RTA i.e, CAMEO Corporate Services Limited by 11:59 p.m. IST on Saturday, 26th July, 2025.

Shareholders desirous of registering/updating his/her email id, mobile number against the folio under which shares are held, may access the url namely https://investors.cameoindia.com/ for directly updating in the CAMEO Web Module, which would also additionally enable the Shareholders to submit Form 15G/15H by means of upload of scanned copy of the same. CAMEO would be receiving these inputs/images at the back-end for validating the same in order to register, which might meet with a rejection only in the unlikely occurrence of any technical glitches.

11. As per the applicable provisions and rules thereunder, any Dividend remaining unpaid and unclaimed at the end of 07th year thereafter, shall be transferred to the Investor Education and Protection Fund (IEPF). The dividend declared during the Year 2017-18 and remaining unpaid and unclaimed of Rs. 2,44,231/- shall be transferred to IEPF by 7th September, 2025.

12. Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.

13. Members are requested to notify immediately any change in their address to the Registrar and Share Transfer Agents at their address i.e., CAMEO Corporate Services Limited, "Subramanian Building", 1, Club House Road, Chennai-600 002 in the case of physical holdings and to their respective Depository Participant in case of dematted shares.

14. Members may kindly update their email address with the Registrar- CAMEO Corporate Services Limited, such that correspondence reach you without fail.

    Members are requested to note that trading of Company's shares through Stock Exchange is permitted only in electronic/demat form. Those Members who have not yet converted their holdings into electronic form may please consider opening an account with an authorised Depository Participant and arrange for dematerialisation.

General Information:

15. **Members desiring any information as regards the Accounts are requested to write to the Company so as to reach the Registered Office at least 5 working days before the date of meeting to enable the management to keep the information ready.**

16. Since the AGM is being held through VC/OAVM, the Route map is not annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services including remote e-voting provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:
- The remote e-voting period commences on Monday, July 28th, 2025 (9:00 a.m. IST) and ends on Thursday, July 31st, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, July 25th, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- The Board of Directors has appointed Mr. Abhilash Nediyalil Abraham (M.No. F10876) and (C.P. No. 14524) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on the cut-off date.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E - VOTING ARE AS UNDER:

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

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

Pursuant to aforementioned SEBI Circular, login method for e-voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode (CDSL/NSDL) is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible Companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period for joining virtual meeting & voting during the meeting. Additionally, there are 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 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 toll free no.: 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.

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

	For Shareholders holding shares in physical mode and other than individual Shareholders holding shares in Demat mode:
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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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.
9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Nitta Gelatin India Limited> on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13. 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.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16. 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.

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 and can be de-linked in case of any wrong mapping.
- 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; vinodmohan@nitta-gelatin.co.in (designated email address by Company), if they have voted from individual tab & not uploaded the 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 earlier for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned earlier 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 atleast 5 (five) working days prior to meeting, mentioning their name, demat account number/folio number, email id, mobile number at Company email id-vinodmohan@nitta-gelatin.co.in. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 5 (five) working days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id-vinodmohan@nitta-gelatin.co.in). These queries will be replied to by the Company suitably by email.
8. Only those Shareholders who have registered themselves as speakers will 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 cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the Shareholders through 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 Shareholders holding shares in physical mode- 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 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 1800 21 09911.

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

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.gelatin.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT
Pursuant to Section 102(1) of the Companies Act, 2013 ('the Act')

ITEM NO. 5 – RE-APPOINTMENT OF DR. JUSTICE (RETD.) M. JAICHANDREN (DIN: 08584025) - INDEPENDENT DIRECTOR

Dr. Justice (Retd.) M. Jaichandren was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 04.08.2020 and his appointment was approved by the shareholders at the Annual General Meeting held in the year 2019-20. Accordingly, Dr. Justice (Retd.) M. Jaichandren's term of office will expire on 03.08.2025. The Nomination and Remuneration Committee, after considering the evaluation of his performance and his skills, experience and time commitment, has recommended to the Board of Directors for his re-appointment for a second term commencing from 04.08.2025 for a period of 4 years,. The Board of Directors at its meeting held on 02nd May, 2025 approved his re-appointment as an Independent Director of the Company for a second term. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that with the re-appointment of Dr. Justice (Retd.) M. Jaichandren, the Company and the Board of Directors will continue to draw immense benefit from his legal acumen, corporate practices and valuable insights.

A retired Judge of the Hon'ble High Court of Madras, Justice M Jaichandren has in all 46 years standing in the Bar and in Bench. He served as a Judge in the Hon'ble High Court of Madras for a period of 12 years beginning 10th December 2005 and is presently, a Senior Advocate of Supreme Court of India. He is an Honorary Professor of Law at Tamil Nadu Judicial Academy, Chennai. He has conducted cases of far reaching significance relating to issues involving Human Rights and Environmental problems besides undertaking many acclaimed roles such as recognition as 'International Visitor" on Human Rights issues under invitation by United States of America representing the Country as Fellow of Session -390, 'International Legal Perception on Human Rights' held at Salzburg, Austria. Completed and submitted Ph.D thesis -' Supreme Court on Human Rights of Women and Children in unorganised sector in India'.

Dr. Justice (Retd.) M. Jaichandren has attended all the meetings during the year and has provided his valuable inputs in the best interests of the Organisation and shareholders, both as a Board member and as Committee member.

In accordance with the statutory provisions, approval by shareholders is required by way of Special Resolution for appointment or re-appointment of an Independent Director on the Board of Directors of the Company. The Company has received consent, statutory disclosures/declarations and confirmations from Dr. Justice (Retd.) M. Jaichandren with regard to his proposed re-appointment.

The Board of Directors is of the opinion that Dr. Justice (Retd.) M. Jaichandren fulfills the conditions specified in Sections 149, 150 and 152 read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment (s) thereof for the time being in force) and is independent of the management of the Company.

Accordingly, the Board of Directors proposes and recommends for the re-appointment of Dr. Justice (Retd.) M. Jaichandren as an Independent Director of the Company as set out in the Notice for approval of the shareholders.

Additional information in respect of Dr. Justice (Retd.) M. Jaichandren is provided hereinafter and the same forms an integral part of this Notice.

Other than Dr. Justice (Retd.) M. Jaichandren and/or his relatives, none of the Directors and the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice.

The Board of Directors recommends passing of the resolution as set out under Item No.5 as a Special resolution for approval by the shareholders.

ITEM NO. 6 - APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY

As per the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (SEBI LODR), which shall come into effect from 1st April, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at the Annual General Meeting of the Company. The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years.

M/s. SEP & Associates is a boutique firm of Company Secretaries headquartered in Kochi, Kerala, with branch offices in Chennai, Bangalore, Mumbai and Thiruvananthapuram. The firm specializes in providing comprehensive services in corporate governance, secretarial and legal compliance and management advisory. It caters to a diverse clientele, including private, public, listed and Government Companies, as well as entities governed by special legislations such as Banking Companies, Non-Banking Financial Companies, securities market intermediaries, entities with foreign presence, partnership firms and Limited Liability Partnerships. Firm meets all the eligibility and independence criteria and there is no disqualification for its appointment as the Secretarial Auditor of the Company. M/s. SEP & Associates, Practicing Company Secretaries has given consent to act as the Secretarial Auditor and has confirmed that if appointed, its appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Act, read with Rules made thereunder and Regulation 24A of SEBI LODR.

The Board at its meeting held on 02nd May 2025, has recommended to the Shareholders for the appointment of M/s. SEP & Associates, Practicing Company Secretaries, a peer reviewed firm as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from 1st April, 2025 at an annual remuneration of Rs. 1,60,000/- plus tax as applicable and out of pocket expenses, if any, at actuals and on such terms and conditions as may be fixed by the Board of Directors of the Company. The Board recommends the Resolution set out at Item No. 6 for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7 - APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS BY THE COMPANY

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between related parties of the Company. Section 188 of the Act envisages an approval by the Board of Directors for the Related Party Transactions which by nature are neither in ordinary course of business nor at arms' length. Besides, the first proviso to the Section read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 shall mean an Ordinary Resolution to be passed at a meeting of the Shareholders, only where the transaction(s) exceed a limit of 10% of the turnover of Company. It is in addition thereto that Regulation 23 of SEBI (LODR) Regulations makes mention of Material Related Party Transactions which require an approval of the Shareholders at the General Meeting.

The Company in pursuance of the provisions under SEBI LODR Regulations, 2015 takes omnibus approval from Audit Committee/Board for transactions intended to be entered, ahead of each financial quarter in a year. These are thereafter placed before the succeeding Audit Committee and Board Meetings for an appraisal/approval. Though strictly not warranting an approval under the tests prescribed and noted herein above at first para, the Indian Accounting Standard 24 (IND AS 24) which acts as a guiding Principle and Regulation, speaks in terms of a control and significant influence over an entity being the deciding factors for ascertaining whether a particular transaction falls under the purview of RPT, thus roping in the transactions entered by the Company with the Subsidiary Company namely Bamni Proteins Limited and the Promoter Company, NGI Japan and NGNA, in the category of Related Party Transactions mandating an approval by the Board of Directors/the General Body of Shareholders as the case may be. The transactions are carried out at arm's length basis with the related parties, resulting in better capacity utilization and thus improvement on the overall margin of the Company, thereby benefiting the Shareholders. Related party transactions are carried out at arm's length price considering the market price, end use application of the product, the relevant volume involved in the transaction and the relevant cost involved in the transaction as compared to a transaction with a related party.

In the light of the above, the Board of Directors of your Company has approved the proposed transactions along with the limits that the Company may enter into with its related parties for the period 01.10.2025 to 30.09.2026.

The relevant details are given below in tabular format for Members' approval:

PARTICULARS OF RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED DURING 01.10.2025 TO 30.09.2026

(TRANSACTIONS/CONTRACTS CARRIED OUT IN THE ORDINARY COURSE OF BUSINESS)

Name of Related Party	Director/KMP related	Nature of Relationship	Nature of Transaction	Period of Transaction	Maximum value of Transaction (₹ in Lakhs)
Nitta Gelatin Inc., Japan (Promoter)	Mr. Hidenori Takemiya	Director & Executive Officer, Nitta Gelatin Inc., Japan	Purchase/Sale/ supply of Goods	01.10.2025 to 30.09.2026	18500
	Mr. Kazuya Hayashi	Nominee of Nitta Gelatin Inc., Japan	Availing/Rendering of Service		300
Nitta Gelatin NA Inc., USA (Subsidiary of the Promoter)	Mr. Hidenori Takemiya	Director & Executive Officer, Nitta Gelatin Inc., Japan	Purchase/Sale/ supply of Goods		13000
	Mr. Kazuya Hayashi	Nominee of Nitta Gelain Inc., Japan	Availing/Rendering of Service		150
Bamni Proteins Ltd. (Subsidiary)	Mr. Praveen Venkataramanan	Managing Director, Nitta Gelatin India Ltd.	Purchase/Sale/ supply of Goods		1000
	Mr. Sahasranaman P	Chief Financial Officer	Availing/Rendering of Service		

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Act, no Member of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Member is a Related Party.

The Board of Directors of your Company has approved this item and recommends the Resolution as set out in the notice for approval of Members of the Company as Ordinary Resolution.

Except Promoter Directors (to the extent of shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives is concerned or interested financially, in passing of this resolution.

ITEM NO. 8 - REIMBURSEMENT OF PREMIUM PAID/PAYABLE FOR AVAILING TERM LIFE POLICY/ MEDICLAIM POLICY/BOTH TO MR. PRAVEEN VENKATARAMANAN, MANAGING DIRECTOR (DIN: 10607119)

The Nomination and Remuneration Committee (NRC) of the Company had recommended reimbursement of insurance premium of upto Rs. 50,000/- per annum towards Mediclaim or term life insurance, or both, to the Managing Director as applicable to the Level 1 employees of the Company and the same approved by the Board of Directors at its meeting held on 10th February, 2025 pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act.

The approval of shareholders is being sought in this regard. None of the Directors or Key Managerial Personnel of the Company or their relatives, except the Managing Director, to the extent of the reimbursement, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No. 8 for the approval of the members as an Ordinary Resolution.

By Order of the Board

Sd/-
Vinod Mohan
Company Secretary
M.No. F8044

Kochi
16.06.2025

DETAILS OF DIRECTORS SEEKING APPOINTMENT

Name	**Dr. Justice (Retd.) M. Jaichandren**	**Mr. APM Mohammed Hanish IAS**
DIN	08584025	02504842
Age (Years)	70 years	56 years
Nationality	Indian	Indian
Date of initial appointment	02.08.2020	15.02.2022
Qualification	LLM from University of Delhi, LLB from University of Delhi, MA from University of Madras, BA from Madras Christian Collage	B Tech Degree in Civil Engineering, IAS
Terms of remuneration	Nil	Nil
Terms and conditions of appointment or re-appointment	As per item No. 5	As per item No. 4
Remuneration last drawn	Nil	Nil
Number of Meetings of the Board attended during the year	6/6	3/6
Expertise	A retired Judge of the High Court of Madras, Dr. Justice (Retd.) M Jaichandren has in all 46 years standing in the Bar and in Bench.	A prominent IAS Officer who is now the Principal Secretary to Government Industries, Sports, Youth Affairs and Revenue (Waqf) Departments.
Other Directorships excluding Foreign Companies	Nil	Travancore Titanium Products Ltd IREL (India) Ltd Kerala Paper Products Ltd Cheraman Financial Services Ltd Additional Skill Acquisition Program Kerala The Kerala State Coir Corporation Ltd The Kerala Industrial Corridor Development Corporation Ltd Bharat Petroleum Corporation Ltd The Kerala Minerals and Metals Ltd Kerala State Industrial Development Corporation Ltd Malabar Cements Ltd
Member/Chairman of Committees of other Companies	Nil	Nil
Relationship, if any, between Directors, Manager and Key Managerial Personnel interse	Nil	Mr. APM Mohammed Hanish IAS and Mr. S Harikishore IAS, Directors are nominees of the Promoter-Kerala State Industrial Development Corporation Limited
Shareholding in the Company	Nil	Nil

*Committee includes Audit Committee and Stakeholders Relationship Committee.

DIRECTORS' REPORT

To

THE MEMBERS OF
NITTA GELATIN INDIA LIMITED

As we enter the 50th year of operations, your Directors have pleasure in presenting the 49th Annual Report and the audited financial statements (Standalone and Consolidated) of your Company for the year ended 31st March, 2025.

The Statement of Accounts has been prepared in accordance with the Indian Accounting Standards (Ind AS) which have become applicable to the Company w.e.f. 01st April, 2017 as per the Rules laid down in this regard.

SHARE CAPITAL

The Authorised Share Capital of your Company as on 31st March, 2025 was Rs.8024.44 Lakhs comprising of 4,00,00,000 Equity Shares of Rs.10/- each totaling to Rs.4000.00 Lakhs, 929,412 Optionally Convertible Non-Cumulative Preference Shares (OCPS) of Rs. 170/- each totaling to Rs.1580.00 Lakhs, 2,00,00,000 Optionally Convertible Non- Cumulative Preference Shares of Rs.10/- each totaling to Rs. 2000.00 Lakhs and 44,44,444 Redeemable Preference Shares of Rs.10/- each totaling to Rs.444.44 Lakhs.

CONSISTENT OPERATING PERFORMANCE

Despite price pressures on the products, your Company was able to match last year's financial performance, when it recorded the highest profit in its history. This is backed by the equity enjoyed by the Company amongst its customers for its high quality and strong internal processes.

The gross revenue from the operations of your Company during the year under review was Rs. 527.44 Crores as compared to Rs. 472.97 Crores in the previous year. Profit before tax was Rs. 109.68 Crores as against Rs. 109.88 Crores in the previous year. There was a decrease in sales realisation per unit of Gelatin in line with the global prices. This downward trend is due to the emergence of hide as a cheaper alternative for gelatin preparation. While the Company could retain its gelatin sales in terms of volume, it was able to record significant growth in Collagen Peptide segment. The average realisation of Company's by-product Di-Calcium Phosphate has improved due to better demand from the poultry sector. In line with the crash of international crushed bone prices, the cost of the Company's principal raw material -domestically procured Crushed Bone has also been showing a declining trend from the 3rd quarter of the Financial Year 2024-25. Hydrochloric acid, another raw material has seen stable prices during the year under review.

Economic Scenario - Domestic and Global Market

Your Company's products (Gelatin and Collagen Peptide) primarily cater to pharmaceutical and nutraceutical segments. The Indian capsule market (hard/soft gelatin capsules) is positioned for substantial growth due to related market growth, favourable economic conditions, health trends, technological advancements and government initiatives. As consumer preferences evolve and the market adapts to emerging challenges and opportunities, the segment can expect continued expansion and innovation in the years to come.

India, known as the "Pharmacy of the World for generic drugs", is also strongly emerging as the "Capital for nutraceutical/ wellness products". The expanding export market for capsules and other pharmaceutical formulations, along with rising spending on nutraceutical and wellness products in India and abroad, significantly drives the market growth of Gelatin and Collagen Peptides for its varied applications.

E-commerce expansion

E-commerce growth enables Companies to reach a wider audience, especially in semi-urban and rural areas where access to retail pharmacies is limited.

Your Company's strategy for promoting B2C sales is based on two pillars viz, own brand-Gelixer and supplies to brand owners by way of bulk sales. Gelixer is now available on popular e- commerce platforms such as Amazon, Flipkart etc. The Company also supplies its Collagen Peptide to reputed brand owners in India and abroad. The rise of popularity/ usage of online shopping platforms has made health products more accessible to consumers.

Plant utilization

Your Company was able to run its Gelatin plant at its full capacity during the year 2024-25, despite headwinds in the global gelatin market by suitably rearranging the customer and product mix. The Company was able to maintain its competitiveness by making focused efforts to streamline operations, reduce costs and maximize output.

The Company was also able to significantly improve the operation of its Collagen Peptide plant to achieve almost full capacity production during the fiscal year. This was possible because of the successful efforts to find new markets and customers outside India. The Company has also been able to control its costs of operation of the Collagen Peptide plant which has helped in maintaining its competitiveness in global market. The 550 metric ton expansion project is on schedule and is expected to be commissioned in the first quarter of Financial Year 2025-26.

The Board of Directors of the Company at its meeting held on 10th February, 2025 has approved the expansion of Gelatin capacity by 1500 MT per year from the existing capacity of 4500 MT per year to tap the opportunities in the growing Gelatin market especially in the context of rising preference for hard/ soft capsules key delivery formats in the pharmaceutical and nutraceutical industries.

Operations

(i) The products of your Company continued to enjoy robust market demand during the year under review. The entire sale of Ossein/Limed Ossein, 43% of the total sale of Gelatin and 58% of Collagen Peptide was through exports. Your Company has arrangement with its overseas Promoter, Nitta Gelatin Inc., Japan to leverage their expertise and market insights in servicing its customers in a proactive manner in line with the global standards of NITTA Group. The Company has taken steps to further improve the demand for Collagen Peptide by venturing into new markets and segments.

(ii) Overall raw material price trend was favourable in the year 2024-25 as compared to 2023-24. The Company has also successfully developed alternate cost-effective raw material vendors and sources in 2024-25 which is expected to aid the profitability in the coming years.

(iii) Following the suspension of operations at the Subsidiary Company viz, Bamni Proteins Limited (BPL), as per the Orders of Maharashtra State Pollution Control Board (MPCB), the supplies to NGI, Japan for Ossein and Limed Ossein was sustained through dispatches from Reva Division, Gujarat and Ossein Plant at Koratty.

(iv) Despite the weakening of Rupee against USD during 2024-25 as compared to 2023-24, prices of Limed Ossein, Gelatin and Bovine Peptide dropped by 3 %, 5 % and 1 % respectively. The price of Fish Collagen Peptide increased by 7 % due to customer additions. Price negotiations with raw material suppliers and finished product customers are carried out on a regular basis to protect the margins.

(v) The Company continued its pursuit of remaining cost competitive by running special campaigns amongst its employees for innovative ideas for sustained cost reduction and efficiency improvement. The business and operational excellence initiatives continued to pay rich dividends.

(vi) There was an increase in power and fuel cost in the Divisions of the Company due to higher production levels. However, specific consumption of power and fuel were lower due to economies of scale and various cost reduction measures adopted in all the Divisions of the Company. During the year under review, the Company has installed and commissioned a solar plant of 357 KWA at Reva Division. The price of LNG, firewood and furnace oil has increased in all the Divisions of the Company during the year. The price of coal has dropped during the year under review.

(vii) The Company automated and integrated the weighbridge operations with SAP in all its Divisions for better internal control. The various automation measures have been carried out in areas like furnace oil pumping, biowaste drier monitoring, acid flow, DCP pumping for reaction tanks, water treatment, lime charging, ETP screw pump operations, acid tank level monitoring etc.

The Company has also undertaken various digitalization initiatives in the areas such as gate entry management, direct data fetching from instruments, batch traceability, vendor portal development, HRMS etc.

(viii) The raw material warehousing operations of the Company was streamlined and optimized for better efficiency. Freight and shipping costs has increased substantially during the year owing to geopolitical tensions.

(ix) The Company could reduce its finance cost by effectively leveraging low cost foreign currency loans and by negotiating with the Banks for competitive rates for its working capital requirements.

Against this backdrop, your Company exercised close monitoring and strict control over each significant element of cost and maintained its operating profits, notwithstanding the drop-in Gelatin prices.

(x) The Pollution Control Board has renewed the validity of the Consent to Operate upto 30th June 2028 for Ossein and Gelatin Divisions. Reva Division's Consent to Operate issued by the Gujarat State Pollution Control Board has been renewed and is valid upto 23rd May 2026.

Raw Material scenario

The availability of Crushed Bone, which is the major raw material of the Company has been fluctuating during the year. Particularly in the first half of the year, there was a significant reduction in availability which has since improved from Q2 of the Financial Year under review.

Owing to the emergence of Hide as a competitive raw material for Gelatin manufacturing, the import price of Gelbone (premium quality Crushed Bone) reduced significantly during the second half of the year. Your Company has utilised this opportunity and has imported gelbone. This has helped your Company to reduce its dependency solely on domestic raw materials. The Company was able to maintain adequate levels of raw material inventory at all its manufacturing locations.

Sustainability

Sustainability is embedded in the core of your Company's vision, mission and values. It's sustainability practices are guided by the triple bottom line approach. It aims to build a sustainable business model focusing on people, planet and profit and thus creating lasting value for all its stakeholders.

The Company will continue to be increasingly focused on sustainable and socially responsible corporate behavior in everything it does. Its approach is mainly centered around the following pillars:-

- **Environmental Sustainability**
  Focus Area - Reduction in consumption of water, solid waste, power, fuel and plastic.
- **People Sustainability**
  Focus Area - Employees' safety, health, development, engagement, rewards and recognition.
- **Social Sustainability**
  Focus Area - Corporate Social Responsibility (CSR): Education, training, health, Women empowerment, sports, agriculture and waste management.
- **Economic sustainability**
  Focus Area - Cost reduction, supply chain efficiency and growth initiatives which includes capacity additions for Gelatin and Collagen Peptide.

The Company's vision is to set a benchmark in the Indian Gelatin Industry—and beyond—for World-class sustainability practices. Gelatin and Collagen Peptides are derived from by-products/ waste products of the meat and farmed fish industries, both of which utilize renewable and well-managed resources. These products are pure, natural proteins, free from preservatives and additives, aligning with clean-label standards and supporting consumer demands for healthy, sustainable foods.

As part of the circular economy, Gelatin contributes positively to sustainability by efficiently utilizing industry waste products. Sustainability is embedded in every aspect of its business—from product innovation and market expansion to capital investment and operational management.

FINANCIAL HIGHLIGHTS

The operations of the Company for the year 2024-25 has resulted in a pre-tax profit of Rs. 109.68 Crores (as against a pre-tax profit of Rs. 109.88 Crores during the year 2023-24). Details are as under:

(Amount in ₹ Crore)

Particulars	**For the year ended 31 March, 2025**	**For the year ended 31 March, 2024**
Sales (including export incentives and net of GST)	527.45	472.97
Other Income	9.97	16.67
TOTAL	**537.42**	**489.64**
Net Profit before Depreciation	110.90	123.96
Exceptional item	12.01	--
Net Profit after exceptional item before depreciation	122.91	123.96
Deducting therefrom:		
Depreciation	13.23	14.08
Provision for Tax		
- Current Tax	25.55	24.25
- Income Tax relating to earlier years	0.12	0.45
- Deferred Tax	1.80	2.70
Profit after Tax from continuing operations	82.21	82.48
Other comprehensive income/(loss) net of tax	(0.02)	-
Total comprehensive profit for the year	82.19	82.48
Profit brought forward from previous year	147.97	72.29
Current Year's profit available for appropriation	82.21	82.48
Appropriations:		
Final dividend on Equity Shares - paid	5.45	6.80
Total	**5.45**	**6.80**
Balance profit carried forward to next year	224.73	147.97
Earnings per share (₹)		
Basic	90.54	90.85
Diluted	90.54	90.85

DIVIDEND

Considering the Company's performance, the Board has recommended a dividend of Rs. 8/- per share i.e. 80 % of the face value of Rs. 10/- per share on the Equity Capital for the year ended 31st March, 2025 (including special dividend of Rs. 2/-per share (20%) to commemorate the Golden jubilee of the Company). The Board has also recommended a dividend @ 7.65063% on the 44,44,444 Redeemable Preference Shares of the face value of Rs. 10/- each for the year ended 31st March, 2025. This dividend payment is out of the current year profits of the Company and is subject to approval of the members at the ensuing Annual General Meeting of the Company.

The total outflow on account of dividend will be Rs 760.33 Lakhs (Rs 578.75 Lakhs in the financial year 2023-24) comprising of Rs. 34 Lakhs on Preference Shares (Rs. 34 Lakhs in the financial year 2023-24) and Rs. 726.33 Lakhs on Equity Shares (Rs. 544.75 Lakhs in the financial year 2023-24).

During the year, unclaimed dividend of Rs.2,44,231/- pertaining to the year 2017- 18 shall be transferred to the Investor Education & Protection Fund after giving due notice to the members.

RESERVES

The Company has transferred an amount of Rs. 1,580.00 Lakhs as Capital Redemption Reserve upon repayment of the Convertible Preference Shares during an earlier year as part of statutory requirements of the Companies Act, 2013. The Company has recognized capital reserves amounting to Rs. 2,750.62 Lakhs on account of the merger (including deferred tax asset on the unabsorbed business loss of erstwhile Reva Proteins Limited carried over from previous years as per tax books for an amount of Rs. 1,609 Lakhs and other appropriate adjustments.

The reserves as on 31.03.2025 comprise of Security Premium Reserve of Rs. 2,895.90 Lakhs, equity contribution on External Commercial Borrowings and Preference Share Capital Rs. 984.43 Lakhs, Special Export Reserve of Rs. 79.00 Lakhs, General Reserve of Rs. 7,836.64 Lakhs, Capital Redemption Reserve of Rs. 1,580 Lakhs, Retained earnings of Rs. 22472.82 Lakhs, Capital Reserve of Rs. 2,750.62 Lakhs, Hedge Loss of Rs. 25.42 Lakhs and other comprehensive loss of Rs. 246.57 Lakhs aggregating to Rs. 38327.42 Lakhs.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS

Details in respect of other loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes on accounts for the financial year ended 31st March, 2025 and such loans, guarantees and investments are within the limits prescribed under that Section.

CREDIT RATING

The Rating agency CRISIL **has revised the outlook** on the long term bank facilities of the Company to **"CRISIL A-/ Stable" (Removed from Rating watch with Developing Implications; Rating Re-affirmed)** from "CRISIL A-/ Watch Developing" (Continues on Rating Watch with Developing Implications) The short- term rating has been revised to **"CRISIL A2+" (Removed from Rating Watch with Developing Implications Rating Re-affirmed)** from CRISIL A2+/Watch Developing (Continues on Rating Watch with Developing Implications). This is consequent to stoppage of operations in the Subsidiary Company, Bamni Proteins Ltd. and the subsequent restart Order issued by the Maharashtra State Pollution Control Board.

AWARDS & ACCOLADES

During the year, the Company received various recognitions like:

a) MKK Nayar Productivity Award 2024 for the Second-Best Productivity Performance in the category of Large Industries.
b) Team from Ossein Division won Gold recognition in 7th CII IQ National Safety Practice competition.
c) Team from Ossein Division (OD) participated in CII's National Technology Competition & won the "Gold" category award under Manufacturing.
d) Ossein Division & Gelatin Division have won the Gold recognition in SEEM National Energy Management Award 2023, Category: Industry & Sector: Chemicals.
e) Team from Gelatin Division has won the Gold Category award & Ossein Division won Silver category award in 50th National level kaizen competition conducted by CII.
f) Gold Category Recognition from CII for Business Excellence maturity assessment programme-2024.
g) Ossein Division and Gelatin Division have acquired the Excellence in Operation Technology (EOT) Award from CII for the continuous improvements in TPM.
i) Ossein Division won Sreshta Suraksha Puraskar-2025 (1st Prize) from National Safety Council, Kerala Chapter.
j) The Company won KMA CSR Award -2025, under the Health and Environment categories.

The following prestigious certifications are retained by your Company :-

(a) European Directorate for the Quality of Medicines & Health (EDQM) Certificate for Gelatin Division.
(b) Drugs manufacturing license from Drugs Controller, Govt. of Kerala.
(c) CAPEXIL plant approval certificate for the export of Ossein, Gelatin and Collagen Peptide.
(d) HACCP Certificate for Ossein Division for food safety.

(e) ISO 9001: 2015 for Quality Management System of the Company.
(f) FSSC 22000 V.6 Certification for Food Safety Management System.
(g) FSSAI License for manufacturing, import/export/ retail/e-commerce of Gelatin, Collagen Peptide andCollagen Peptide retail products.
(h) WHO-GMP Certification as per World Health Organization/Codex for manufacture of Gelatin & Collagen Peptide.
(i) USDMF for Gelatin gelling Grade & Non-gelling Grade.
(j) Chinese DMF for Gelatin.
(k) Halal (MUI, IFANCA & JUM)/Kosher Certification for Gelatin and Collagen Peptide – JUM Halal for Ossein & Di-Calcium Phosphate.
(l) ISO:IEC 17025:2024 NABL Accreditation for in-house laboratory of Gelatin Division.
(m) ISO 14001:2015 for Environment Management System.
(n) ISO 45001:2018 Certification for Occupational, Health and Safety Standards.
(o) ISO 50001:2018 Certification for Energy management system.
(p) Gelatin Division & Ossein Division passed the EOT certification in TPM -2024.
(q) Ossein Division received Gold prize in 7th National CII-IQ Safety practice competition.

HEALTH, SAFETY AND ENVIRONMENT

Compliance with relevant regulations and effective management of the related issues is an integral part of the Company's philosophy:

1. Health and Safety

   The Company is committed to protecting the health and safety of its employees. The Company has a three-tier safety committee system including an Apex Safety Committee chaired by the Managing Director. In addition to the Company's Head for Health, Safety and Environment, each plant has a Safety Officer and a Safety Committee, including workmen and executive representatives. The Committee meets regularly to review issues related to occupational safety and employee health. Regular health checkup of the employees is carried out through tie-up with reputed hospitals. Various training programs and Safety campaigns are conducted at the plant on health and safety topics including emergency preparedness, work safety, first aid, etc. Both Ossein and Gelatin factories have received the ISO 45001-2018 & ISO 14001-2015 certification, which is a testimony to the Company's commitment in this area.

The following were the major activities carried out during the year:

- Various training & campaign programs were conducted to improve Occupational Health & Safety Awareness.
- Surveillance audit of ISO 45001-2018 completed at both Ossein Division (OD) and Gelatin Division (GD).
- 90% employees covered in Occupational Health & Safety training conducted by Factories and Boilers Dept.- Mobile training unit "Suraksha Radham"
- Fire license renewed at Ossein and Gelatin Divisions.
- Safety day/week celebrations were held at Ossein, Reva and Gelatin Divisions. Various programs, demonstrations and competitions were conducted.
- Mock drills were conducted for equipping the employees for handling emergencies at Ossein, Reva and Gelatin Divisions. Mock drills conducted covering Electrical Flashover, Fire, First aid & Chemical spillage scenarios.
- As part of the TPM (SHE- Safety, Health, Environment pillars), various safety improvement initiatives and their reviews were conducted in all the divisions.
- In order to enhance the Health, Safety & Environment at workplace, various items introduced such as Automated External Defibrillator (AED), Secondary spill containment pallet, Spill kit, Flame proof cabinet, Fire extinguisher ball, Mobile scaffolding with stairway, Foam trolley etc.

2. Environment

   The Company continuously endeavors to enhance Environmental Management Systems and demonstrates its commitment for protecting environment in all its activities. The factories of the Company are equipped with modern Effluent Treatment Plants for treating and discharging treated water with parameters well within the norms laid down by the respective State Pollution Control Boards. The emissions from the boilers and generator stacks are regularly monitored for compliance. Solid waste from operations is collected in a secure manner and disposed off in authorized locations. Ambient air quality is monitored on a regular basis and ensured for its compliance. The Company's Effluent Treatment Plant operations have been reinforced with the introduction of new equipment and technologies. Various energy-saving measures and efficiency improvement activities were taken up during the year that reduced the specific consumption of fuels compared to the previous years. Action plans have been drawn up to reduce the consumption of water in the coming years. In the case of solid waste reduction, the Company follows a structured action plan. A polymer house-based facility using solar energy has been developed at the

Company's Gelatin Division for drying the biomass waste emanating out of the operations leading to lower operating costs and carbon print. With a view to reducing the greenhouse effect, the Company is focusing on greenery development at all its locations.

Further discussions are carried out to reduce the moisture content of wet biomass waste in a cost-effective manner to reduce the impact of the same in the overall environment.

The following were some of the other related activities:

- Successfully completed Surveillance audit of ISO 14001-2015 in Gelatin Division & Ossein Division.
- Environmental day celebrations conducted at the Divisions.
- Hosted a one-day environmental workshop organized by the National Safety Council and State Pollution Control Board.
- Comprehensive Environmental audit conducted at the Divisions.
- Online sensor for Ammoniacal nitrogen installed at Gelatin Division.
- Solar Streetlights installed in various locations of Gelatin Division.
- Secondary Spill containment pallet introduced for all hazardous chemicals kept in cans.
- Volute Press installed for secondary biowaste filtration.
- Ventilation provision increased in Hide operational area.
- ETP Chemical consumption reduction done at Ossein Division.
- Old damaged Lamella Clarifier Tank (MS) for ETP Bio Digester replaced with new Rubber lined MS Tank for better life.
- Various sapling plantations are done as part of Green Belt development in Ossein & Gelatin Division.
- ETP Chemical Consumption reduction initiatives done at Reva Division.
- Reva Division has applied for Rule 9 on the CPCB portal for the usage of spent acid in Ossein/Limed Ossein production and in response, CPCB has provided an SOP for the utilization of spent acid.
- The TOC meter has been installed at the Reva Division for online treated effluent monitoring.
- The HCL storage dyke wall has been modified and an HCL scrubber has been installed in the Reva Division.
- Reva Division has applied for a consent to establish amendment for the addition of Biofuel and a new DG set.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has formulated a well-structured Policy aimed at providing focus and direction to the various activities on CSR. The sectors which are primarily focused include healthcare, education, rural development etc. Your Company is committed to identifying and supporting programmes aimed at such of the sectors. The CSR Policy can be accessed on the Company's website. The local communities in the manufacturing locations have immensely benefitted from the various CSR activities carried out during the Financial Year.

https://gelatin.in/uploads/homecontent/CSRPOLICY_20230210052849.pdf

The CSR projects undertaken by the Company are in accordance with Schedule VII of the Companies Act, 2013.

The total CSR expenditure incurred by the Company during the year is Rs. 146.01 Lakhs which is in compliance with the statutory requirement of 2% of the average profit for the last three years amounting to Rs. 145.77 Lakhs (The Annual Report on CSR activities is annexed herewith as **Annexure I**).

SECRETARIAL STANDARDS

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

DEPOSITS

The Company has neither accepted nor renewed any deposits during the financial year 2024-25.

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

Neither an application was made by the Company nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

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

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

Not applicable.

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

In accordance with the SEBI (LODR) Regulations, the Company's policy on materiality of Subsidiaries specifying the criteria for determining the Material Subsidiaries is available in the Company Website www.gelatin.in. As per such criteria, the Company's Subsidiary- Bamni Proteins Limited is a Material Subsidiary as on 01st April 2025.

SUBSIDIARY COMPANY
BAMNI PROTEINS LIMITED

The management of the Company was continuing its efforts in terms of finding a technically and financially feasible solution for restarting operations of the factory of the Subsidiary- Bamni Proteins Limited for which studies were ongoing in consultation with external technical agencies. Subsequent to year ended 31st March 2025, such studies have been completed. However, the management is of the view that any suggested process would involve substantial capital expenditure in addition to operating expenses considering the volume of effluents that needs to be handled based on the Company's scale of operations. The management has initiated discussions with the Company's Promoters, Nitta Gelatin Inc., Japan on the future of its operations, given the implications on the entire supply chain.

The statement containing the salient features of the financial statement of the Subsidiary under first proviso to Sub-Section (3) of Section 129 of the Act in Form AOC I is attached as **Annexure II**.

COMMENT ON STATUTORY AUDITORS' REPORT

I. On the basis of appropriate audit evidence for validating the value of Property, Plant and Equipment, the restart Order issued by the Maharashtra State Pollution Control Board and the Order of the Industrial Tribunal, Nagpur for compliance with the labour law provisions, the corresponding qualifications in the Independent Statutory Auditors' Report on the consolidated financial statements for the year ended 31.03.2024 have been dropped by the Statutory Auditors in their report for the Financial Year ended 31st March 2025.

II. On the Independent Auditors' observation regarding the adequacy of maintenance of books of accounts vide para 17 (h)(vi) of their report on standalone financial statements, in terms of exceptions for enabling audit trail feature in the SAP/Zoho software application of the Company, it is stated that:

The SAP application will never allow direct Data Base (DB) access/changes to any of its databases. All the DB access or Database table access will be established through the SAP application only.

ZOHO books is used by customers across the globe. Zoho Books maintains a log of every change made to a record in the application, such as a contract, sales or purchase transaction, invoice or bill, journal or even a setting. Along with the nature of the change, it also saves the timestamp and the details of the user who performed the action. The audit trail in Zoho Books provides details on the 4 Ws: When, Where, What and Who. When – The date and time an action was performed. Where – The module under which the action was performed. This can be Invoices, Bills, Bank Feeds, Expenses or any other module under Zoho Books. What – A description of the action that was performed, such as creating an invoice, editing line items on the invoice or updating the contents of a bill. Who – The user who performed the action. If a record is changed multiple times, the audit trail shows every version that has been created, not just the most recent. The user can compare multiple versions and track specific data that has been added, removed or modified. The management has tested the audit trail feature available in ZOHO and found to be satisfactory and have received Independent Service Auditors' Assurance Report.

SECRETARIAL AUDITORS' REPORT - EXPLANATION TO OBSERVATIONS OF AUDIT

As prescribed under Section 204(1) of the Act, the Company has received the Secretarial Audit Report. The observations made therein and the corresponding explanations are given below:

Sl. No.	Observations	Management Reply
1	16 days delay in filing the Quarterly Financial Results under Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through Integrated Filing (Financials) with BSE Ltd. for the quarter ended 31st December, 2024 pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 in terms of Regulation 10(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is advised to file the same within the timeline as per the Circular.	The financials (both standalone and consolidated) along with Limited Review Report (both standalone and consolidated) was filed with BSE on the date of the Board meeting itself viz 10th February 2025 within the prescribed time. XBRL of the same (old format) was also filed within 24 hours from the conclusion of the Board Meeting. Integrated Filing (Financials) XBRL utility was not available at that point of time. This utility had four additional disclosure matters viz Statement on Deviation or Variation for proceeds of Public Issue, Rights Issue, Preferential Issue, Qualified Institutions Placement etc, outstanding default on Loans and Debt Securities, Disclosure of Related Party Transactions (applicable only for half-yearly filings i.e., 2nd and 4th quarter) and Statement on impact of Audit Qualifications which were not relevant to the Company for the quarter ended 31st December 2024. Hence, we had not filed the PDF version; which was subsequently done- the same file which we had already filed on the date of the Board meeting.

COLLABORATORS

The Collaborators of your Company continue to be the relentless source of support and guidance for the Company in each of its key initiatives. Their patronage in areas of financial support, product development, marketing, quality improvement and training of personnel has contributed significantly to the growth of the Company. The Promoters of the Company viz, Nitta Gelatin Inc., Japan and Kerala State Industrial Development Corporation continue providing their unwavering support for the growth of the Company.

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

The information as required under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as **Annexure III.**

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as **Annexure IV** to this report.

INTERNAL CONTROL SYSTEM

ADEQUACY OF INTERNAL CONTROL SYSTEMS

The internal control systems operate through well documented Standard Operating Procedures, policies and process guidelines. These are designed to ensure that transactions are conducted and authorized within the defined authority limits commensurate with the level of responsibility for each functional area. The Company's accounting and reporting guidelines ensure that the transactions are recorded and reported in conformity with the Generally Accepted Accounting Principles.

The Company has engaged a professional firm of Accountants with long years of experience to carry out the internal audit function. The Company has not placed any limitation on the scope and authority of the internal audit function. The internal audit function evaluates the efficacy and adequacy of internal control systems, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. To maintain its objectivity, effectiveness and independence, internal audit is being carried out on a quarterly basis and reports thereon, along with the remarks of the process owners on each of the observations of audit are placed before the Audit Committee of the Board.

In addition, Concurrent Auditors have been appointed and for the current year, have reviewed and reported on the procedures and process followed relating to procurement of Crushed Bone, Hydrated Lime, Firewood & Coal at Ossein Division & Reva Division, which were identified to be high risk areas which can potentially cause financial loss to the Company. Concurrent Auditors are reviewing the transactional details relating to procurement, storage and consumption relating to the above materials and reporting to the management for review and corrective actions. The corrective actions suggested by the Concurrent Auditors are implemented in a timely manner.

The Audit Committee reviews each of the Internal Audit reports as a separate agenda item along with the Internal/ Statutory Auditors and the management representatives wherein the Committee gives its advice/suggestions on the audit points. Based on the report of the internal audit as well as the observations of the Audit Committee, the process owners in the Company undertake requisite corrective action in their respective areas thereby further strengthening the control systems. Action Taken Reports are also reviewed by the Audit Committee for each actionable item. The minutes of the Audit Committee are reviewed by the Board of Directors.

INTERNAL CONTROLS OF FINANCIAL REPORTING

The Company has in place adequate financial controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested by the management and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The Company has adopted accounting policies which are in line with the Accounting Standards and the Companies Act and with the Generally Accepted Accounting Principles in India. Changes in policies, if required, are made in consultation with the Auditors and are approved by the Audit Committee.

The Board is of the view that appropriate procedures and controls are operating effectively and monitoring systems are in place.

RISK MANAGEMENT

The Board of Directors of the Company has entrusted the management of the Company to evaluate and manage various risks faced by the Company and appropriately apprise the Board/Audit Committee periodically. Accordingly, the management has constituted a Risk Management Sub-Committee comprising of Senior Management executives to develop and implement a Risk Management system. The Audit Committee/ Board of Directors reviews the evaluation of risks and the mitigation measures taken by the Company in managing such risks to sustain the operations of the Company for the foreseeable future. Some of the key risk areas identified for mitigation and corrective action include:

- Crushed Bone availability and its cost trend.
- Impact of the high cost of Crushed Bone on the cost of production and therefore the competitiveness of the end products.
- Project management related risks.
- Emerging substitutes for Gelatin.
- Financial fidelity risks.
- Cyber security risks.
- Significant litigation against the Company having material financial impact.
- Moves of competitors.
- Water scarcity for operational requirements.
- Emergence of alternate substitutes for the products of the Company.
- Adverse forex rate fluctuations.
- Losing pricing premium commanded by the Company due to emergence of alternate Halal certifications.
- Biomass waste disposal.
- Potential loss of fish collagen peptide business in India due to non- availability of raw material within India.
- Geo political situations including threat of reciprocal tariff by US Government and its impact on the entire supply chain.

As part of Fraud Risk Assessment study conducted by M/s. Protiviti Consulting, Bangalore, in view of the frauds reported in some of the critical areas of its operations in the preceding financial years, the Company has implemented various corrective actions suggested by the agency.

MATERIAL POST BALANCE SHEET EVENTS

There are no material post balance sheet events which require adjustments in accounts as per the provisions of the Accounting Standards.

APPLICABILITY OF COST AUDIT REQUIREMENTS

As per the Company's (Cost Records and Audit) Rules 2014, the Company's products are not covered under Cost Audit and the Company maintains the relevant cost records for the products for which the maintenance of cost records is required as per the above Rules.

PROCESS REVIEW/FORENSIC INVESTIGATION

As reported in the last two years, further to the forensic investigation conducted on the basis of wrong doing by one of the employees who was since terminated, the said person and the vendor have come forward to make good the loss suffered by the Company. Backed by a professional legal opinion, the Company during the financial year has reached an out of Court settlement with the said ex- employee and the vendor by means of a tripartite agreement between the Company, ex- employee and vendor, the main terms and conditions as below:

a. The Vendor will not raise any claim before any forum, both civil and criminal for the amount of Rs. 34.43 Lakhs withheld by the Company which is the subject matter of the original Suit filed before the Hon'ble Sub Court at Irinjalakuda for realization of amount with interest and that they will file a memo/ petition before the said Court for setting the above case before the mediator.
b. The ex-employee to pay Rs. 17.57 Lakhs as part of settlement.
c. The ex-employee to withdraw the dispute raised in Industrial Tribunal, Thrissur against the Company and that he will not raise any claim on account of his termination.
d. The Company to request the police authorities to drop the present investigation and not to raise any claim against the ex-employee and vendor before any forum.

The Ex-employee has already paid the amount and other conditions of out of Court settlement are under implementation.

RESPONSIBILITY STATEMENT OF DIRECTORS

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in respect of the Company in terms of Section 134 of the Companies Act, 2013:

a) that in the preparation of the annual accounts for the year ended 31st March, 2025, the applicable Indian Accounting Standards have been followed along with proper explanation relating to material departures, if any;

b) that they had selected such accounting policies as mentioned in Note No.2 of the notes to the Financial Statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2025 and of the profit of the Company for the year ended on that date;

c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that they had prepared the annual accounts on a going concern basis;

e) that proper internal financial controls laid down by the Directors were followed by the Company and such internal financial controls are adequate and were operating effectively; and

f) that they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

The Company has formulated a policy on Related Party Transactions which is in line with the relevant provisions of the Companies Act as well as SEBI (LODR) Regulations. The said policy as approved by the Board is available in the Company website www.gelatin.in. As per the said policy, prior omnibus approval of the Audit Committee is obtained on a quarterly basis for all the Related Party Transactions which are of a foreseen and repetitive nature. All Related Party Transactions that have taken place actually are subsequently reviewed by the Audit Committee on a quarterly basis in comparison with the conditions of omnibus approval and are recommended to the Board for approval. Additionally, material Related Party Transactions foreseen in the year ahead were approved by the members. Particulars of contracts of arrangements with Related Parties referred to in Sub Section 1 of Section 188 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are attached in Form No. AOC 2 as **Annexure V.**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and as stipulated under the SEBI (LODR) Regulations. A separate section on Corporate Governance under the Regulation, along with a certificate from the Secretarial Auditors confirming the compliance, is annexed and forms part of the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared in accordance with the provisions of Schedule III of the Companies Act, 2013 and Indian Accounting Standards (Ind AS) 110 and other applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the SEBI (LODR) Regulations, 2015 and form part of the Annual Report.

DIRECTORS

Mr. Praveen Venkataramanan was appointed as the Managing Director of the Company on 04.08.2024 in place of Mr. Sajiv K. Menon on completion of his term.

Mr. Sajiv K. Menon was appointed as a Non- Executive Non- Independent Director on 04.08.2024. The Board is of the opinion that Mr. Sajiv K. Menon possess integrity, relevant expertise and experience which will benefit the Company in the long run.

Mr. Hidenori Takemiya has been appointed as Non-Executive Nominee Director with effect from 27.06.2024.

Mr. Kazuya Hayashi has been appointed as Non- Executive Nominee Director with effect from 10.05.2024.

Mr. Hidehito Jay Araki has been appointed as Non-Executive Independent Director with effect from 04.08.2024.

The Board of Directors had constituted a Nomination and Remuneration Committee (NRC) which was reconstituted during the year with the following members:

1. Mrs. Shirley Thomas (Chairperson)

2. Prof. (Dr). M. K. Chandrasekharan Nair

3. Mr. Sajiv K. Menon

There were no instances where the Board had not accepted any recommendation of the Committee.

The terms of reference of the NRC are as follows:

1. The NRC shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board, their appointment and removal and shall carry out evaluation of every Director's performance.

2. The NRC formulates the criteria for determining qualifications, positive attributes and independence of a Director for recommending to the Board and also a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel meaning thereby employees of the Company who are members of core management excluding Board of Directors.

3. The NRC formulates the Remuneration policy to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate personnel as are herein referred at (2) above of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration to Whole-time Directors, Key Managerial Personnel and senior management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The policy has been disseminated in the Company website –
https://gelatin.in/uploads/homecontent/Nomination%20and%20Remuneration%20Policy_20250313043506.pdf

AUDIT COMMITTEE

The Company has an Audit Committee consisting of the following members:
1. Mr. V. Ranganathan (Chairman)
2. Mrs. Shirley Thomas
3. Mr. E. Nandakumar
4. Mr. Sajiv K. Menon

There were no instances where the Board had not accepted any recommendation of the Committee.

INDEPENDENT DIRECTORS

Independent Directors of the Company have given a declaration that they conform to the criteria prescribed for an Independent Director as mandated by the relevant regulatory prescription viz, Section 149(7) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

Rule 8(5) (iii) of Companies (Accounts) Rules, 2014 prescribes that the report of Directors should contain details of Directors and Key Managerial Personnel. Therefore, in addition to the details of Directors mentioned elsewhere, it is brought to the notice of shareholders that Mr. P. Sahasranaman continues as Chief Financial Officer (CFO) and Mr. Vinod Mohan continues as Company Secretary (CS).

BOARD EVALUATION

The Board carried out an annual evaluation of its performance as well as that of its committees and Individual Directors, including the Chairman of the Board. The evaluation found each of the Directors to have requisite qualification, expertise and track record for performance of their duties as envisaged by law.

MEETINGS

The Board of Directors met 6 (Six) times during the financial year 2024-25 on 10.05.2024, 21.06.2024, 04.08.2024, 08.11.2024, 10.02.2025 and 17.03.2025. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report. The intervening time gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

VIGIL MECHANISM

The Company has established a vigil mechanism for Directors and employees to report genuine concerns, while providing for adequate safeguards against victimization, providing direct access to the Chairperson of Audit Committee, the details of which have been given in the Company's official website.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working and associating with the Company, through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Internal Complaints Committee (ICC) is responsible for redressal of complaints relating to sexual harassment, as envisaged under the provisions of Act and Rules. Hitherto, no complaints were received by ICC.

STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP (WCC LLP) Chartered Accountants (Firm Registration No. 001076N / N500013) who were appointed as Statutory Auditors of the Company for a 5 year term at the Annual General Meeting held in the year 2017 were re-appointed by the Board of Directors at their meeting held on 07.02.2022 on the basis of recommendation of the Audit Committee and shall hold office from the conclusion of the 46th Annual General Meeting till the conclusion of the 51st Annual General Meeting of the Company to be held for the Financial Year ended March 31, 2027.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Abhilash Nediyalil Abraham, (CP No. 14524, M. No. F10876), Company Secretary-in-practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure VI.** The Secretarial Audit Report of the Material Subsidiary, Bamni Protiens Ltd. is enclosed as **Annexure VII**

ANNUAL RETURN

The Company has a website https://www.gelatin.in, where the annual returns of the Company have been published.

ACKNOWLEDGEMENT

Your Directors are thankful to the esteemed Shareholders for their continued patronage and the confidence reposed on the Company and its management. Your Directors place on record its sincere appreciation for the support and assistance extended by the State Government and the Kerala State Industrial Development Corporation Ltd. The Board takes this opportunity to extend their whole hearted gratitude to M/s. Nitta Gelatin Inc., Japan, for their timely and valuable guidance and inspiration. Your Board places on record its sincere appreciation for the significant contributions made by employees of the Company through their dedication and commitment during the year. On this occasion, your Board thanks all the customers, suppliers, bankers and other associates for their co-operation.

For and on behalf of the Board of Directors
Sd/-
APM MOHAMMED HANISH IAS
CHAIRMAN
DIN: 02504842

Kochi
16.06.2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Our products and its application

Gelatin

Gelatin, a protein derived from collagen, finds extensive use in various industries due to its gelling, thickening and binding properties. Major applications include food production (confectionery, dairy, meat), pharmaceuticals (capsules, tablets, hemostatic agents), cosmetics and photography. Additionally, it is used in functional foods, biodegradable packaging and as a carrier/coating agent.

Collagen Peptide

Collagen Peptides are the most absorbable form of collagen because they are smaller fragments of the larger collagen protein, making them easier for the body to digest and utilize. This form of collagen is commonly used in supplements and has a wide range of applications, including improving skin health, supporting joint health and potentially aiding in muscle growth.

Your Company mostly offer solutions for Collagen Peptide in Skin, joint and bone health segments. Wellnex Collagen Peptide ingredients are highly functional natural proteins, for use in functional foods and beverages, dietary supplements and clinical nutrition formulations. Over a decade ago, Wellnex was the first Collagen Peptide supplier to successfully identify the bioactive dipeptides proline-hydroxyproline “PO” and hydroxyproline-glycine “OG” from within the Collagen Peptide molecule.

Wellnex Di-Peptide

Your Company has been at the forefront of research and development in Collagen Peptides, successfully innovating to enhance their efficacy and applications. One of the most transformative products, Wellnex Di-Peptide and Pro-D, represents a high-functional Collagen Peptide specifically designed to deliver concentrated bioactive peptides, developed using advanced technology.

Wellnex Di-Peptide distinguishes itself through its unique properties and benefits:

- High Concentration of Bioactive Peptides: This product contains 30 times more bioactive peptides (PO / OG) compared to standard Collagen Peptides, made possible by Nitta Gelatin's proprietary proteolysis technology.
- Enhanced Functionality: Designed to provide significant clinical benefits with lower intake volumes, Wellnex Di-Peptide is a solution for achieving faster results in skin and joint health.

Wellnex Pro - D

Wellnex Collagen Peptides Pro-D, is a Collagen Peptide product that has been shown to have benefits for diabetes management. Research indicates that Pro-D can significantly reduce HbA1c, fasting blood glucose and improve insulin sensitivity in individuals with diabetes. Additionally, the product has demonstrated no side effects and has been shown to improve quality of life.

Wellnex Di-Peptide is a groundbreaking innovation in the field of Collagen Peptides. With its high concentration of bioactive peptides and scientifically validated benefits, it offers an unparalleled solution for skin health, joint support, diabetes and wound healing. By providing quicker and more effective results with lower intake volumes, it is redefining health and beauty supplements, positioning your Company as the leader in Collagen Peptide industry.

In Gelatin market, your Company focuses on Capsules and Tableting applications for pharmaceutical and nutraceutical industries.

The gelatin market for capsules is a significant global industry, with both hard and soft gelatin capsules experiencing substantial growth. The global gelatin capsule market was valued at USD 5.85 Billion in 2024 and is projected to reach USD 8.08 Billion by 2030, with a CAGR of 5.5%. Softgel capsules, in particular, are experiencing strong growth, with the global market expected to reach USD 17.27 Billion by 2034.

The global Collagen Peptides market size is projected to grow to USD 922 Million in 2028 at a CAGR of 5.7% in the 2023-2028 period. The value of Collagen Peptides has significantly risen due to its increased utilization in various sectors such as medical, cosmetic, food, nutraceutical and pharmaceutical applications.

Increasing awareness of the health and wellness benefits is propelling the growth of Collagen Peptide industry.

Type I Collagen is the most abundant form of Collagen. It is found in skin, bone, tendons and connective tissue and plays a vital role in skin health by improving elasticity, hydration and reducing the appearance of wrinkles. Additionally, it supports hair and nail health, bone and joint health and wound healing. Collagen Peptides, specifically certain types, show promise as a supplement for managing diabetes and osteoporosis.

Key Factors Driving Growth:

- Pharmaceutical Industry Expansion:

The increasing demand for medications and supplements is driving the need for encapsulating agents like gelatin. The expansion of the nutraceutical market, including dietary supplements and health products, is a major driver for gelatin capsule usage. The growth of the Indian pharmaceutical industry is directly linked to increased demand for capsules, particularly soft gelatin capsules, which are favored for their ease of filling and masking of taste. Hard gelatin capsules are widely used for dry, powdered ingredients and pellets, while soft gelatin capsules are favored for oils and liquid-based formulations. The pharmaceutical segment led the market for empty capsules in 2023, with about 58% of the total revenue, driven by their versatility and ability to mask unpleasant tastes and odors. The Indian softgel capsules market is also experiencing growth, with a Compound Annual Growth Rate of 7.8% expected from 2023 to 2030. Your Company has been working relentlessly with capsule makers to qualify for such supply chain.

- Growing Nutraceutical Market:

The Global Capsule Market Industry was valued at $32.94 Billion in 2022 and is projected to reach $45.0 Billion by 2032, growing at a Compound Annual Growth Rate (CAGR) of 3.17%. This remarkable growth is driven by the increasing demand for easy-to-consume medications and supplements. Factors such as the rising trend of personalized medicine and favorable market opportunities stemming from the expanding aging population are contributing to the market's long-term growth potential. Additionally, heightened health awareness among consumers is prompting them to seek convenient options for incorporating vitamins, minerals and other health products into their daily routines.

Emerging markets, particularly in regions like India, are presenting significant growth opportunities due to the rising demand for pharmaceutical and nutraceutical products. This surge in interest is further bolstered by the growing awareness around health and wellness, driving the demand for dietary supplements and nutraceuticals. Capsules, in particular, are gaining popularity as they provide a simple and effective way for individuals to meet their nutritional needs. Their compact packaging and ease of use make them a preferred choice compared to other formats.

Capsules also enhance nutrient absorption, making them an appealing option for health-conscious consumers aiming to optimize their wellness. As more individuals integrate supplements into their daily lives, the Global Capsule Market Industry is expected to experience substantial expansion. Furthermore, the convenience offered by capsules aligns seamlessly with modern, fast-paced lifestyles, enabling consumers to carry their supplements effortlessly. This adaptability continues to fuel the growth of the market and solidifies its importance in the pharmaceutical and nutraceutical sectors.

The Indian market is undergoing a significant transition from curative to preventive healthcare solutions. The heightened focus on immunity during the pandemic has catalyzed consumer interest in functional foods. Consequently, the market and industry have experienced a profound transformation, driven by an increased emphasis on personalized nutrition, a surge in the consumption of immunity-enhancing products and the rising popularity of sports nutrition in India. This evolution is both remarkable and scientifically substantiated, with consumer clinical trials reinforcing the claims made by manufacturers. This positive shift has become entrenched and irreversible.

Furthermore, the Indian Nutraceuticals Market is poised for exceptional growth, projected to achieve a Compound Annual Growth Rate (CAGR) of 20.35% during the forecast period FY 2024-FY 2031. By FY 2031, the market size is expected to reach USD 51.83 Billion, compared to USD 11.78 Billion in FY 2023.

Advancing Capsule Industry with Specialized Gelatin Solutions

Capsule manufacturers aiming to capitalize on industry trends are increasingly turning to specialized producers of capsule-grade bone and hide gelatin, rather than relying on conventional food gelatin. Your Company has positioned itself as a leader in this domain by dedicating over 95% of its production capacity to the capsule industry. The Company consistently delivers exceptional quality gelatin that adheres to all pharmacopeia standards while innovating new grades tailored to meet unique industry demands, such as cross-linking prevention solutions.

To further strengthen its edge, your Company is expanding its capacity by an additional 1,500 metric tons, specifically dedicated to producing bovine hide gelatin. Leveraging competitive blends of bone and hide gelatin, your Company not only ensures cost-effectiveness but also enhances the resulting qualities of its end products. This approach solidifies its position as the sole Indian producer of capsule-grade gelatin equipped with cutting-edge technology, poised to meet the evolving needs of the global capsule industry.

Technological Advancements

Innovations in encapsulation technology are improving production efficiency and the quality of gelatin capsules.

Segment-wise Performance

Indian hard gelatin capsule manufacturers have strategically leveraged a range of factors to successfully penetrate regulated markets. Their competitive pricing, heightened focus on compliance and the ability to swiftly adapt to evolving market trends have positioned them favourably for sustained growth. The growth of domestic and global nutraceutical industry, coupled with the emergence of India as a strong source for the wellness ingredients and finished products has generated additional demand for soft capsule grade gelatin.

As a result, your Company was able to fully capitalize on this increased demand, leading to the operation of its gelatin plant at full capacity throughout the fiscal year 2024-25.

Market Dynamics of cost effective gelatin based on alternate Raw Materials

Bone and hide are the two most important raw material sources for gelatin production. Till recently, bone was the single most widely used raw material for capsule grade gelatin production. Globally declining leather industry has caused the diversion of hide as a raw material for capsule grade gelatin production. New hide based gelatin production capacities have sprung up in Countries such as Turkey and Brazil, where alternate hide based gelatin could be produced at a highly competitive price. The resultant excess supply of gelatin has profoundly affected the pricing of gelatin.

Impact on Capsule Makers

The availability of cheaper alternate based gelatin presented a tempting alternative for capsule manufacturers, who traditionally relied on high-quality bone gelatin. The cost-effectiveness of alternate raw material based gelatin led many producers to transition to this lower-cost option, resulting in a paradigm shift within the industry.

Adapting to Market Realities

Despite the intense pricing pressure experienced throughout the year, your Company managed to align its capabilities to be responsive to the changing market conditions by maintaining high standards of product quality and service delivery. It increasingly focused on sales to Indian soft/ hard capsule manufacturers and NGNA's US market.

Development of new markets/customers coupled with sourcing of competitive raw materials has resulted in increase in revenue in Collagen peptide business.

Indian poultry demand showed steady growth due to low raw material prices, stable agricultural output and higher prices for imported mineral phosphates. This has resulted in increased demand for bone-based DCP, leading to significant revenue improvements from feed and fertilizer products, especially DCP.

Exports

Export quantity of Ossein to Japan in 2024- 25 was higher than in previous year. However, Ossein Transfer price was lower than previous year as market price for gelatin has declined globally.

In the case of Gelatin, in spite of increase in export volume, the prices dropped by 4%, due to drop in market prices resulting from direct competition of alternate raw material based Gelatin.

Collagen Peptide export revenue was higher than in the previous year due to higher volume.

Domestic Market

In the empty hard capsule segment, the first half year volumes were low due to pricing pressure. However, sales rebounded in the second half of the year.

In the softgel segment, demand remained stable for most of the year. In the last quarter, the segment faced headwinds due to competition from domestic suppliers and cheaper Chinese/ Turkish imports.

Collagen shows significant potential in the domestic market, driven by the robust growth of the nutraceutical sector in India. Favourable economic conditions and evolving health trends are contributing to this upward trajectory.

The Company was able to achieve last year revenues for DCP owing to its strong demand throughout the year.

Opportunities and Challenges

Steady growth of global pharmaceutical and nutraceutical sectors and India remaining a strong supplier to these sectors is expected to provide continued growth opportunities for Indian gelatin industry. Industry's major challenges are price volatility, threat of increased reciprocal tariffs by US Government and cheaper import from China and Turkey.

Key Drivers and Trends

a. Increased demand for health supplements:
   Softgel capsules are popular for delivering vitamins, minerals and other supplements due to their ease of absorption and storage.
b. Focus on exports:
   Indian manufacturers are increasingly exporting softgel capsules, further fueling market expansion.
c. Growing awareness of health issues and preventive care:
   Rising awareness about health issues and the importance of preventive care are driving demand for nutritional supplements in softgel capsules. This approach to medicinal care has become increasingly popular, particularly in the aftermath of the COVID-19 pandemic. These supplements are favored for their ease of ingestion and effective delivery of essential nutrients. As a result, manufacturers and suppliers of softgels are experiencing market growth.

   The growing trend towards preventive care is expected to drive market revenue, as more individuals prioritize their health and wellness using these supplements. This positive outlook for the softgel market reflects the broader movement towards proactive health management and the increasing demand for products that supports overall well-being.
d. Collagen Peptide
   The global Collagen Peptide industry has demonstrated robust growth over recent decades, driven by an increasing emphasis on health and wellness. Initially, the industry focused on traditional applications such as food and beverages, where Collagen Peptides were valued for their functional properties, including texture improvement and stability enhancement.

The Worldwide Collagen Peptide market is currently showing signs of returning to normal demand following a period of inventory adjustments and demand recovery. Projections indicate that the market will continue its growth trajectory, with significant expansion expected in the coming years. To sustain and elevate this growth, businesses are heavily investing in research and development to discover new applications for Collagen Peptides and to optimize their effectiveness.

The incorporation of Collagen Peptides into functional foods and drinks is a prominent trend. Manufacturers are leveraging Collagen Peptides to enhance the nutritional profiles of snacks, drinks and meal replacements. This trend is fueled by consumers' desire for convenient yet healthy meal options that fit into their busy lifestyles. As a result, Collagen Peptides have become one of the most common ingredients found in functional foods.

Companies are also exploring innovative solutions involving collagen building blocks to expand their product portfolios. This includes developing products aimed at gut health and diabetes management in healthy population. The ongoing research and development efforts are expected to further drive the growth and diversification of the collagen peptide market.

Risks and Concerns

There exists a Risk Management Committee of Executives which meets on a periodic basis for identification of major risks and mitigation plans thereof.

Internal Control System

The Company has in place adequate financial controls commensurate with the size, scale and complexity of its operations.

Outlook

The gelatin market has been transitioning towards a buyer's market due to a surplus of bovine hide gelatin, primarily resulting from an abundance of cheap hide raw materials. This surplus is largely attributed to declining demand for leather applications for this raw material. Consequently, meat and tanning enterprises with substantial financial resources have been exploring gelatin production as a means to sustain their businesses.

Notably, Countries like Turkey and those in South America, have seen a proliferation of new gelatin manufacturing capacities. This has led to a market glut. In response, both capsule and confectionery Companies have been developing technologies to optimize the use of these low-cost raw materials, thereby maintaining profitability and growth.

The pressure to remain competitive in this surplus market has been particularly challenging for pig skin and bovine bone gelatin Companies. This has resulted in the closure of several long-standing bone gelatin Companies in the UK and US, which were unable to remain viable.

However, this surplus has presented an opportunity for Indian gelatin manufacturers, which had previously faced severe shortages of low-efficiency by-products. They can now leverage the surplus raw materials from Western markets to produce competitive bone gelatin for the capsule industry. This strategic adaptation has been crucial for Companies seeking to navigate competition and sustain market share.

Despite these opportunities, navigating the regulatory challenges associated with using new materials poses a significant deterrent. The lengthy registration processes and approval requirements hinder the speed at which these supply chains can be established.

With Collagen Peptide demand stabilizing and consuming significant quantities of cheap raw materials, the industry is likely to achieve equilibrium in raw material costs as well as the pricing of end gelatin products. This development may pave the way for gelatin derived from various raw material origins to coexist within the market. Furthermore, the sustained growth in demand for both Gelatin and Collagen Peptides presents promising opportunities for both industries to thrive and expand in a balanced and sustainable manner.

With transit times to Europe and North America remaining significantly high, ranging between 60 to 75 days, supply chain costs have escalated due to the need for maintaining higher inventory levels to sustain business operations amidst the vagaries of consumer behaviour. This prolonged lead time introduces considerable uncertainty, often resulting in missed opportunities if manufacturing processes are not strategically aligned to anticipate such fluctuations and respond swiftly. To capitalize on these dynamic market conditions, by working closely with customers to predict their forecast and implementing agile manufacturing practices to enhance responsiveness and operational efficiency, your Company plans to meet their ever changing demand.

Impact of U.S. Tariffs on Gelatin and Collagen Exports

The United States and Indonesia have been the Company's primary export markets in recent years, particularly following the post-COVID surge in demand for nutraceuticals. The U.S. alone accounts for approximately 70% (Rs. 875 Million) of the Company's total gelatin exports and 30% of the overall sales.

However, the recent implementation of reciprocal tariffs by the U.S. administration under President Mr. Donald Trump presents a significant challenge. A 26% tariff has been proposed, which most of the Company's customers are unable or unwilling to absorb or pass on to consumers. This presents a challenge before the Company because pharmaceutical products have been exempted from the tariff list. As a result, U.S. customers are struggling to justify increased prices to their end consumers when the broader category appears to be exempted.

This confusion stems from a lack of awareness that gelatin, although used as an excipient in pharmaceutical and nutraceutical products is classified and imported as a food material due to its predominant application (approximately 70%) in the confectionery industry. Consequently, it does not benefit from the pharmaceutical exemption.

Discussions with U.S. customers around tariff pass-through have not progressed much due to uncertainties. This is due both to the uncertainty surrounding the implementation and the absence of the full regulatory text. Customers are unsure whether they can claim credit for duties paid or if any exemption schemes will apply.

While the ultimate impact of these tariffs remains uncertain, the Company is actively collaborating with Nitta Gelatin North America (Subsidiary of Nitta Gelatin Inc., Japan) to better understand the regulatory implications and advocate for clearer guidelines. In the meantime, your Company focuses on adapting its strategies to preserve profitability and maintain service to its U.S. partners.

Key initiatives include:

- **Supply Chain Diversification:** Sourcing U.S. origin Vertebra Free Halal Gelbones has become a critical requirement. For IFANCA Gelatin, most of the customers would be exporting these capsules to Asia, where such high degree Halal certification is required. Hence, the Company is engaging with its customers to understand, whether they will be able to secure refund of the duties paid on such exports.
- **Operational Efficiency:** Identifying internal cost-saving opportunities to remain competitive.
- **Market Diversification:** Exploring alternative international markets to reduce dependency on U.S.

Financial Performance

The financial results of operations of the Company for the year under review are detailed under the caption performance forming part of the Directors' Report. As per the same, the Company's operations have resulted in a pre-tax profit of Rs. 109.68 Crores for the current year as against pre-tax profit of Rs. 109.88 Crores for the previous financial year. The post-tax profit for the current year is Rs. 82.21 Crores as against post tax profit of Rs. 82.48 Crores for 2023-24. Other comprehensive loss (net of tax) for the current year is Rs. 0.02 Crores as against other comprehensive income of Rs Nil for the previous year.

During the year, the Company has continued its efforts to optimize financial costs through availing loans in foreign currency thereby resulting in substantial reduction of financial costs.

The basic and diluted earnings per share during the year was Rs. 90.54 per share as against Rs. 90.85 per share during the previous fiscal year.

Human Resources Development

As of March 31, 2025, the Company had a total of 481 permanent employees.

The labour relations remained cordial during the financial year. Throughout the financial year, several strategic HR initiatives were undertaken to enhance workforce capabilities, foster a positive organizational culture and promote employee well-being. The key initiatives include:

1. Succession Planning

To ensure seamless leadership transition, the Company has proactively addressed vacancies in the senior management team due to retirements in 2025-26. Two key positions have been successfully filled through internal promotions, recognizing and nurturing internal talent. Additionally, one external person has been recruited in advance to familiarize with the Company's operations and culture, ensuring a smooth transition upon the retirement of the functional head concerned.

2. Training and Development

The Company is committed to continuous learning and professional development. Employees were sent for various skill enhancement training programs. Key training initiatives included:

- A two-day Leadership Training program conducted for senior management.
- Training sessions on setting Key Result Areas (KRAs) to align individual goals with organizational objectives.
- A two-day mentorship training program in which 31 Executives at different levels participated voluntarily.
- Plans are in place to introduce more meaningful and impactful training programs in the next financial year.

3. Organizational Culture Development

The Company is dedicated to fostering a strong organizational culture through various initiatives, including Leadership Culture, Safety Culture, Food Safety Culture, Total Productive Maintenance (TPM) Culture and Knowledge Culture. An employee satisfaction survey was conducted among executives and most of the suggestions received were implemented to enhance workplace engagement and overall employee experience.

4. Logo Contest

To commemorate the Company's 50th anniversary, a logo design contest was organized for employees and their family members. The best logo was selected and awarded, fostering a sense of belonging and celebration among employees.

5. HR Automation

To enhance efficiency in HR processes, the Company has launched a new HRMS software as part of automation.

6. Competency Development Programme

To bridge skill gaps and enhance workforce competency, several initiatives were undertaken:

- **Online Training Programmes:** Various online training programs were conducted for both executives and non-executives, with effectiveness evaluated through quiz, assignments and feedback mechanisms.
- **E-learning Modules:** Recognizing the need for continuous learning, the Company has incorporated e-learning courses from platforms such as Udemy, Coursera and EdX into its training framework.
- **Skill Assessment and Development for Workmen:** A structured skill assessment was conducted for workmen across all disciplines in areas including job knowledge, hazard identification, abnormality identification and 5S awareness. In-house training modules were developed to address skill gaps and monthly safety training sessions were introduced. As a final measure to enforce safety protocols, a penalty system for safety violations has been implemented.

7. Health & Wellness Programmes

The Company remains committed to the health and well-being of its employees through various initiatives:

- **Yoga and Zumba Sessions:** Regular morning sessions were conducted across all Divisions to promote physical fitness and well-being.
- **Breast Wellness Screening Camp:** Health screening camps for female employees were organized, with the initiative extended to the public.
- **Cricket Tournament:** A corporate cricket tournament was conducted to encourage team spirit and engagement.
- **Badminton Tournament:** Employees and local community members participated in a badminton tournament organized by the Company.
- **CPR Training:** Employees were provided with CPR training in collaboration with a reputed hospital to enhance emergency response preparedness.
- **Eye Check-up Camp:** A comprehensive eye check-up camp was conducted in partnership with Little Flower Hospital, Angamaly.
- **Dental Camp:** A dental camp was held to promote oral health and hygiene among employees.

The Company remains dedicated to fostering a dynamic work environment that prioritizes employee development, engagement and well-being. These initiatives reinforce our commitment to building a competent, motivated and satisfied workforce, ensuring sustained organizational growth and success.

Key Financial Ratios

Details of significant changes in key financial ratios, along with detailed explanations thereof, are as below:

Particulars	As at 31.03.2025	As at 31.03.2024	Variance	Reason
Current Ratio	3.66	3.38	8%	
Debt-Equity Ratio	0.01	0.01	0%	
Debt Service Coverage Ratio	-	18.83	-100%	There is no term loan repayment due in the F Y 2025-26
Return on Equity Ratio	0.21	0.26	-19%	
Inventory turnover Ratio	5.67	5.26	8%	
Trade Receivables Turnover Ratio	5.87	5.79	1%	
Trade payables Turnover Ratio	23.87	13.99	71%	Average accounts payables net of provision has decreased by 30% and net purchases increased by 17%, hence the increase.
Net capital Turnover Ratio	2.52	3.25	-22%	
Net profit Ratio	0.16	0.18	-11%	
Return on Capital Employed	0.28	0.35	-20%	
Return on Investment	-	1.52	-100%	No dividend income received from Bamni

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report containing your Company's objectives, projections, estimates and expectation may constitute certain statements which are forward looking within the meaning of the applicable laws and regulations. Actual results may differ materially from those expressed or implied in the statements. Your Company's operations may inter-alia be affected by the supply and demand situation, input price and availability, changes in Government Regulations, Tax Laws, foreign exchange rate fluctuations and other factors. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company for the future.

The Management believes that the strategic direction of your Company is sound and will fulfill the Shareholders' expectations, both short term and long term.

For and on behalf of
the Board of Directors
Sd/-
APM MOHAMMED HANISH IAS
CHAIRMAN
DIN: 02504842

Kochi
16.06.2025

ANNEXURE I

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024- 25

1. Brief outline on CSR Policy of the Company:
   - Empowerment of the disadvantaged/weaker sections of the society through education, skill development etc.;
   - Providing basic necessities like healthcare, drinking water and sanitation;
   - Supporting environmental and ecological balance through afforestation, soil conservation, conservation of flora and similar programmes;
   - Rural development projects etc.
2. Composition of CSR Committee: The present composition of CSR Committee is as follows:

Name of the Member	Designation
Dr. Justice (Retd.) M. Jaichandren	Chairman
Mr. E. Nandakumar	Member
Mr. Praveen Venkataramanan	Member

3. Provide web-links where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: https://www.gelatin.in/
4. Provide the executive summary along with web links 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: N.A.
5. (a) Average net profit of the Company as per Section 135(5):

Particulars	Amount (₹ in Lakhs)
Profit before taxes F Y 2021-22 – as per Section 198	3874.25
Profit before taxes F Y 2022-23 – as per Section 198	7619.12
Profit before taxes F Y 2023-24 – as per Section 198	10372.19
Average Profit before taxes for the last 3 years – as per Section 198	7288.52

   (b) Two percent of average net profit of the Company as per Section 135(5) – Rs. 145.77 Lakhs
   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - Nil.
   (d) Amount required to be set off for the financial year, if any - Nil
   (e) Total CSR obligation for the financial year (b + c- d) – Rs. 145.77 Lakhs.

6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project) - Rs. 138.82 Lakhs
   (b) Amount spent in Administrative Overheads – Rs. 7.19 Lakhs.
   (c) Amount spent on Impact Assessment, if applicable- N.A.
   (d) Total amount spent for the Financial Year (a+b+c) – Rs. 146.01 Lakhs.
   (e) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total amount transferred to unspent CSR account as per Sub- Section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to Sub- Section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
146.01	Nil	NA	Nil	Nil	NA

(f) Excess amount for set off, if any: The Company has decided not to set off the excess amount spent for CSR.

7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years: NA.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No.

   If yes, enter the no. of capital assets created or acquired: NA.

   Furnish the details relating to such assets so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NA

9. Specify the reasons if the Company has failed to spent two percent of the average net profit as per Sub-Section (5) of Section 135: NA

Sd/-	Sd/-
(Managing Director)	(Chairman - CSR Committee)

ANNEXURE II

Form AOC-I

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

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

Part 'A': Subsidiaries

Sl. No.		
1	Name of the Subsidiary	Bamni Proteins Limited
2	Reporting period for the Subsidiary concerned, if different from the Holding Company's reporting period	Reporting period same as Holding Company
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A
		Amount (in Rs. Lakhs)
4	Share capital	425.00
5	Reserves & Surplus	3,589.48
6	Total Assets	4,170.72
7	Total Liabilities	4,170.72
8	Investments	Nil
9	Turnover	899.61
10	Profit/(loss) before taxation	46.67
11	Provision for taxation	(20.53)
12	Profit after taxation from operations	67.2
13	Other comprehensive income/(loss)	-
14	Total comprehensive income	67.2
15	Proposed Dividend	913.75
16	% of shareholding	82.35

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

Part 'B': Associates and Joint Ventures

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

There was no Associate/Joint Venture for the Company during its reporting period.

1. Names of Associates or Joint Ventures which are yet to commence operations: NIL.
2. Names of Associates or Joint Ventures which have been liquidated or sold during the year: NIL.

For and on behalf of the Board of Directors

Sd/-
APM MOHAMMED HANISH IAS
Chairman
DIN: 02504842

Kochi
16.06.2025

ANNEXURE III

Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo

(A) CONSERVATION OF ENERGY

(a) During the year, various energy conservation measures were initiated.

(b) Additional investments are being proposed for further optimization of utilities.

Energy conservation activities carried out during the year and activities to reduce carbon footprint are as under:

Activities at Ossein Division

1. Ossein Drying time reduction.
2. Construct poly house for biowaste drying.
3. Installation of new floating aerator by stopping 2 surface aerators.
4. DCP J10-2 blower VFD fixing.
5. 25KW solar panel installation.
6. Energy efficient pump installation.
7. Lighting improvement inside the plant.
8. Replacement of relay panel at liming plant.
9. IE3 motor installation.

Activities at Gelatin Division

1. Old lights inside plant and street lights replaced with low power LED lights.
2. More number of inefficient IE1 motors replaced with energy efficient Motor IE3 Motors.
3. VFD installed for variable load motors in pumps.
4. Energy Management system for better control and monitoring of energy usage.
5. Operating Chiller in efficient manner to reduce power consumption.
6. Fuel handling system for B5 boiler.
7. New Screw Chiller procurement in progress for replacement for old Brine chillers for cooling Gelatin.
8. Installation of more number of solar street lights.
9. Power transformer reconditioning.

Activities at Reva Division

1. Replacement of inefficient IE1 & IE2 motors with energy-efficient IE3 Motors to minimize energy consumption.
2. Automation of the UG Tank fresh water pump, integrating pressure transmitter and VFD (Variable Frequency Drive), resulting in reduced pump breakdowns, pipe line leakages and energy savings.
3. Installation of 357.48 KWP Solar power plant in Ground and roof top area of DCP & LOS godowns, resulting in annual savings of Rs 37 Lakhs in power cost.
4. Installation of CB Crusher in CB pre-treatment area to reduce the CB charging time resulting in saving the energy consumption.
5. Installation of Air dryer after air compressor to reduce moisture from the air and save energy by efficient operation of control valve of drying bed.

Capital investments on energy conservation equipment

The Company has spent an amount of Rs. 310 Lakhs as capital expenditure on energy saving equipment during the year 2024-25.

Proposed Energy Conservation Projects for 2025-26

- Reciprocation air compressor replacement with Screw compressor.
- Energy efficient refrigerant air dryer installation.
- Old Pump replacement with Energy efficient pump.
- Energy efficient motor (IE3) installation.
- Solar streetlight installation.
- Roof top solar power generation.
- Replacement of Diesel forklift with Electric forklift.
- Energy efficient Chiller for process cooling application.
- Energy efficient Air compressor installation.
- Biogas utilization in canteen replacing LPG.
- IE5 rated pumps installation in utility.
- New HTV procurement for DCP.
- Energy efficient pump installation.
- Hot air generator for biowaste drying.
- Solar panel installation.

(B) TECHNOLOGY ABSORPTION AND DEVELOPMENT

The technology for the manufacture of Ossein, Di-Calcium Phosphate, Limed Ossein, Gelatin and Collagen Peptide transferred by the overseas collaborators has been fully absorbed and improved upon over the years. The Company is making continuous efforts for further improving technology to economize on consumption of utilities and for improving product quality and productivity.

The Company continues to be under a Technical Assistance Agreement with the overseas collaborator, NGI, Japan whereby it can avail the services of trained experts in Nitta Group in any desired area of Gelatin / Peptide production. Any noteworthy developments in the area of any of the products at NGI, Japan or its associates are shared with the Company.

The Company is investing substantially for environment improvement projects at all its production centers.

(C) RESEARCH & DEVELOPMENT

The Company had dedicated Research & Development centers attached to each of its major production units, all approved by the Department of Scientific and Industrial Research (DSIR), Government of India. These centers focus on developing new products and processes, as well as improving existing products and production methods. Currently, the R & D team, in collaboration with Technical Services, is working on quality enhancement of Crushed Bones, Gelatin and Collagen Peptides.

The Company is continuing its R & D efforts focused on developing new products, improving existing products, establishing alternate raw materials, reducing process time, discovering novel techniques for contaminant separation and emerging as a collagen based solution provider. Specific areas in which R & D is carried out are:-

- Development of novel products addressing emerging consumer needs in wellness, beauty-from-within, immunity and cognitive health.
- Diversification of existing product lines through new formats (e.g., powders, drinks, mouth melting formats, etc.) and exploring cross-category applications.
- Formulation and development of functional treats and nutritional products for companion animals using human-grade ingredients.
- Identification and evaluation of underutilized or novel raw materials for value-added product verticals.
- Implementation of innovative manufacturing techniques to improve product quality, shelf life and bioavailability.
- Design of efficient production workflows aimed at reducing energy consumption, minimizing waste and lowering production costs.
- Creation of multiple product variants to cater to different consumer preferences, dietary restrictions and regional tastes.
- Focus on natural, clean-label formulations with transparent ingredient sourcing and minimal environmental impact.

R & D wing of the Company has a team of trained and dedicated personnel to further strengthen its activities.

Expenditure on R&D:

Particulars	**₹ in Lakhs**	
	Current year	Previous year
a. Capital – R & D Centre-Ossein Division & Gelatin Division	4.69	9.89
Total Capital expenditure	4.69	9.89
b. Recurring expenses - Ossein Division R & D Centre, Gelatin Division R & D Centre and Bamni Proteins Limited, Subsidiary Company	235.58	209.25
Percentage to turnover (%)	0.44 %	0.44 %

(D) FOREIGN EXCHANGE EARNINGS AND OUTGO

	(₹ in Lakhs)	
	Current year	Previous year
a. Earnings	23,261.16	18,182.64
b.Outgo	3,825.34	2,411.78

FORM-A

Form for disclosure of particulars with respect to conservation of energy

Particulars	**Current year 2024-25**	**Previous year 2023-24**
A. POWER AND FUEL CONSUMPTION		
1.Electricity		
(a) Purchased		
Units (KWH in Lakhs)	342	325
Total Amount (Rs. In Lakhs)	2595	2459
Rate/Unit (Rs.)	7.6	7.6
(b) Own Generation		
(i) Through Diesel Generator Unit (KWH in Lakhs)	2.2	1.7
Unit per litre of Diesel Oil	2.5	2.5
Cost/Unit (Rs.)	37	37

Particulars	Current year 2024-25	Previous year 2023-24
2. Furnace Oil		
Quantity (in KL)	788	525
Total Amount (₹ in Lakhs)	479	294
Average rate (₹ per KL)	60,730	55,979
3. Firewood		
Quantity (in MT)	41,458	38,885
Total Amount (₹ in Lakhs)	1,852	1,563
Average rate (₹ per MT)	4,468	4,020
4. LNG		
Quantity (in MMBTU)	16,741	12,593
Total Amount (₹ in Lakhs)	199	170
Average rate (₹ per MMBTU)	1,189	1,348
5. COAL		
Quantity (in MT)	4,659	2,996
Total Amount (₹ in Lakhs)	385	262
Average rate (₹ per MMBTU)	8,254	8,740
Product - Ossein		
1. Electricity (KWH) per MT	2,010	2,345
2. Firewood (MT)/MT	0.48	-----
3.Coal (MT)/MT	1.54	1.41
Product - DCP		
1. Furnace Oil (KL)/MT	0.05	0.04
2. Coal (MT)/MT	0.38	0.43
Product – Gelatin		
1. Electricity (KWH) per MT	3,205	3,245
2. Furnace Oil (KL) per MT	0.04	0.03
3. Firewood (MT) per MT	6.92	7.01
4. LNG (MMBTU)/MT	3.77	2.96
Product – Collagen Peptide		
1. Electricity (KWH) per MT	4,914	5,890
2. Firewood (MT) per MT	6.94	7.67

For and on behalf of the Board of Directors
Sd/-
APM MOHAMMED HANISH IAS
Chairman
DIN: 02504842

Kochi
16.06.2025

ANNEXURE IV

Particulars of Employees

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Requirements under Rule 5(1)		
(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Mr. Sajiv K. Menon (April 1st, 2024 to August 4th 2024) Mr. Praveen Venkataramanan (from August 4th 2024 to March 31st 2025) Managing Director – 25.23 % (25.87 %) Dr. Shinya Takahashi, Director (Technical)* – 3.10 % (3.17 %)
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Mr. Sajiv K. Menon, (April 1st 2024 to August 4th 2024) Mr. Praveen Venkataramanan (from August 4th 2024 to March 31st 2025) Managing Director – 0.46% (22.65%) Dr. Shinya Takahashi, Director (Technical)* – 0.49% (0.21%) Mr. P. Sahasranaman, CFO- 18.61% (19.02%) Mr. Vinod Mohan, CS – 22.72% (-7.87%)
(iii)	The percentage increase in the median remuneration of employees in the financial year;	3.02% (2.70%)
(iv)	The number of permanent employees on the rolls of the Company;	481 permanent employees as on 31.03.2025
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Salary increase of managerial personnel is 13.62% and that of non-managerial is 0.44%.
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid by the Company during the financial year 2024-25 is as per the Remuneration policy of the Company.

*Dr Shinya Takahashi ceased to be Director with effect from 7th May 2024.

For and on behalf of the Board of Directors

Sd/-
APM MOHAMMED HANISH IAS
Chairman
DIN: 02504842

KOCHI
16.06.2025

B. Requirements under Rule 5(2)

Name	Designation	Age	Nature of employment	Total Remuneration (in Rs.)	Qualification	Experience	Date of commencement of employment (as MD)	Last employment held	% of equity shares held
Mr. Sajiv K. Menon	Managing Director	65 years	Key Managerial Personnel	73,85,165	B Tech in Chemical Engineering from NIT Trichy & PGDM (Fin & Mktg) from IIM Bangalore	Over 40 years	01.06.2023	MD, Nitta Gelatin India Ltd.	Nil
Mr. Praveen Venkataramanan	Managing Director	53 Years	Key Managerial Personnel	1,30,92,005	CMA, PGP MAX (EMBA)	Over 25 years	04.08.2024	CEO Spice Division, Synthite Industries Pvt. Ltd.	Nil

For and on behalf of the Board of Directors

Sd/-
APM MOHAMMED HANISH IAS
Chairman
DIN: 02504842

KOCHI
16.06.2025

ANNEXURE V

Form AOC-2

(Pursuant to Clause (h) of Sub- Section (3) of Section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm's length basis.

   Nil

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

   a) Name(s) of the related party and nature of relationship.

      i) Nitta Gelatin Inc. - Enterprise having substantial interest in the Company

      ii) Nitta Gelatin NA Inc. - Subsidiary of Nitta Gelatin Inc.

      iii) Nitta Gelatin Canada Inc. - Subsidiary of Nitta Gelatin Inc.

      iv) Bamni Proteins Ltd. - Subsidiary Company

   b) Nature of contracts/arrangements/transactions.

      Sales/purchase of materials/Availing or rendering of services.

   c) Duration of contracts/arrangements/transactions: 01st April, 2024 to 31st March, 2025.

   d) Salient terms of the contracts or arrangements or transactions including the value,

      if any: Refer Note No. 3.29 on accounts.

   e) Date(s) of approval by the Board, if any: 10.05.2024, 21.06.2024, 04.08.2024, 08.11.2024, 10.02.2025 and 17.03.2025

For and on behalf of the Board of Directors

Sd/-
APM MOHAMMED HANISH IAS
Chairman
DIN: 02504842

KOCHI
16.06.2025

ANNEXURE VI

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025.

[Pursuant to Section 204(1) of the Companies Act,2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and Regulation 24 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)].

To
The Members,
Nitta Gelatin India Limited
CIN: L24299KL1975PLC002691
Nitta Center, SBT Avenue, Panampilly Nagar,
Kochi, Ernakulam - 682 036.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nitta Gelatin India Limited** (hereinafter called the Company), CIN: L24299KL1975PLC002691, Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam, Kochi - 682 036. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2025 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act,1956 (SCRA) and the Rules made thereunder;

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

(iv) Foreign Exchange Management Act,1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018.

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. **(Not applicable to the Company during audit period)**

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during audit period);**

  (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations ,1993;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2021 **(Not applicable to the Company during audit period);**

  (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations,2018 **(Not applicable to the Company during audit period);** and

  (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;

(vi). The following other laws as may be applicable specifically to the Company;

  (a) The Food Safety Standard Act,2006 and the Rules and Regulations issued thereunder.

  (b) The Petroleum Act, 1934 and Rules and Regulations issued thereunder.

  (c) Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016

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

(i) Secretarial Standard on meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) and Secretarial Standard on Dividend (SS-3) issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into with BSE Ltd.

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

1. *16 days delay in filing the Quarterly Financial Results under Regulation 33(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 through Integrated Filing (Financial) with BSE Ltd for the quarter ended 31st December, 2024 pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 in terms of Regulation 10(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is advised to file the same within the timeline as per the Circular.*

I further report that:

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

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law, environmental laws and Rules, Regulations and Guidelines.

I further report that Board at its meeting held on 10th May, 2024 has decided to withdraw the proposal for the Rights Issue approved at their meeting held on 2nd January 2023 in view of the strong financial position of the Company based on its operational performance. I further report that in view of the Closure Order dated 13th March 2024 issued by the Maharashtra Pollution Control Board (MPCB) to stop the operations of the manufacturing unit of the Subsidiary Company - Bamni Proteins Ltd at Chandrapur district, Maharashtra, and in the absence of a technically and economically viable solution readily available for resuming operations of the plant on a sustainable basis, the Board of Directors of the Company at its meeting held on 10th May, 2024 has taken note of the decision taken at the meeting of the Board of Directors of Bamni Proteins Ltd to close the said manufacturing unit by 25th July 2024.

Other than the above, the Company has not undertaken any event/action which would have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

UDIN: F010876G000066976
M.No. F10876 C.P. No.: 14524
Unique Code No. I2015KE2046800
PR No. 6484/2025
Date: 09/04/2025
Place: Kochi

Sd/-
ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, F.C.S, DARB (ICSI)
Practising Company Secretary
M.No. F10876, C.P.No.14524
Bldg.No.46/2504-B, Haritha Road,
Vennala, Kochi-682028

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

Annexure A

To
The Members,
Nitta Gelatin India Limited
CIN: L24299KL1975PLC002691
Nitta Center, SBT Avenue, Panampilly Nagar,
Kochi, Ernakulam - 682 036.

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

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

UDIN: F010876G000066976
M.No. F10876 C.P. No.: 14524
Unique Code No. I2015KE2046800
PR No. 6484/2025

Date: 09/04/2025
Place: Kochi

Sd/-
ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, F.C.S, DARB (ICSI)
Practising Company Secretary
M.No. F10876, C.P.No.14524
Bldg.No.46/2504-B, Haritha Road,
Vennala, Kochi-682028

ANNEXURE VII
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015)]

To

The Members,
Bamni Proteins Limited
CIN: U24231KL1997PLC011971
50/1002, SBT Avenue, Panampilly Nagar,
Ernakulam- 682036.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bamni Proteins Limited (hereinafter called the Company), CIN: U24231KL1997PLC011971, Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam-682 036. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2025 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act,1956 (SCRA) and the Rules made thereunder;

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

(iv) Foreign Exchange Management Act,1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during audit period);

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

(a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations,2011(Not applicable to the Company during audit period);

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015 (Not applicable to the Company during audit period);

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018. (Not applicable to the Company during audit period).

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable to the Company during audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during audit period);

(f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations ,1993;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2021 (Not applicable to the Company during audit period); and

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations,2018 (Not applicable to the Company during audit period);

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 to the extent of Regulation 24 A;

(vi) The following other laws as may be applicable specifically to the Company;

(a) The Petroleum Act, 1934 and Rules and Regulations issued thereunder.

(b) Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016

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

(i) Secretarial Standard on meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) and Secretarial Standard on Dividend (SS-3) issued by the Institute of Company Secretaries of India.

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

1. *During audit, it is found that Central Ground Water Board-Nagpur has levied a penalty of Rs. 50,000 for non-maintenance of log book of daily water withdrawal by the Company. The company is advised to maintain the logbook as per the No Objection Certificate conditions.*

I further report that:

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

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law, and Rules, Regulations, and Guidelines except that systems and processes needs to be strengthened to monitor and comply with environmental laws.

I further report that in view of the Closure Order dated 13th March 2024 issued by the Maharashtra Pollution Control Board (MPCB) to stop the operations of the manufacturing unit of the Company at Ballarpur district, Maharashtra, and in the absence of a technically and economically viable solution readily available for resuming operations of the plant on a sustainable basis, the Board of Directors of the Company at its meeting held on 9th May, 2024 has decided to close the manufacturing unit by 25th July 2024.

Other than the above, the Company has not undertaken any event/action which would have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above during the period under review.

UDIN: F010876G000067394
M.No. F10876 C.P. No.: 14524
Unique Code No. I2015KE2046800
PR No. 6484/2025

Date: 09/04/2025
Place: Kochi

Sd/-
ABHILASH NEDIYALIL ABRAHAM
B.B.A, LL.B, F.C.S, DARB (ICSI)
Practising Company Secretary
M.No. F10876, C.P.No.14524
Bldg.No.46/2504-B, Haritha Road,
Vennala, Kochi-682028

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

ANNEXURE A

To
The Members,
Bamni Proteins Limited
CIN: U24231KL1997PLC011971
50/1002, SBT Avenue, Panampilly Nagar,
Ernakulam- 682036.

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

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

UDIN: F010876G000067394
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Date: 09/04/2025
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ABHILASH NEDIYALIL ABRAHAM
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Vennala, Kochi-682028

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

Corporate Governance ensures high standards of transparency, accountability, ethical operating practices and professional management thereby enhancing Shareholders' value and protecting the interest of the Stakeholders such as Shareholders, Suppliers, Customers, Employees, local communities and Regulators. The Company is committed to attain high standards of Corporate Governance by ensuring integrity in financial reporting, disclosure of material information, continuous improvement of internal controls and sound investor relations.

2. BOARD OF DIRECTORS

Composition

The Board of Directors as on 31st March 2025 consists of twelve (12) Directors. The Board has 1 Executive and 11 Non-Executive Directors who are eminent professionals in their respective fields with wide range of skills, knowledge and experience. They are drawn from amongst persons with proven track record in business/finance/public enterprises. There is no relationship between Directors inter-se except that two Directors are Nominees of Kerala State Industrial Development Corporation Limited (KSIDC) and three Directors are Nominees of Nitta Gelatin Inc., Japan (NGI); both organizations being the Promoters of the Company.

Number of Board Meetings held during the year along with dates of Meetings

Six (6) Board Meetings were held during the financial year 2024-25 i.e, on 10.05.2024, 21.06.2024, 04.08.2024, 08.11.2024, 10.02.2025 and 17.03.2025.

The composition and attendance at the Board Meetings and Annual General Meeting (AGM) during the financial year and other Directorships/Committee Memberships in other entities as on 31.03.2025 were as follows:

Sl. No.	Name of Directors	Category	Shares/ Convertible instruments held in the Company	No. of Board Meetings attended/ held	Attendance in last AGM (Yes/No/ NA)	Business relationship with Nitta Gelatin India Ltd. (NGIL)	Other Directorships	Other Committee Membership (see Note 2.01)	
								Member	Chairman
1	Mr. APM Mohammed Hanish IAS Nominee of KSIDC and Principal Secretary, Industries, Sports and Youth Affairs and Revenue (Waqf) Departments, Govt. of Kerala	Promoter/ Nominee Director representing KSIDC (Equity investor)	-	3/6	No	-	11	-	-
2	Mr. S. Harikishore IAS	Promoter/ Nominee Director representing KSIDC (Equity investor)	-	2/6	No	-	11	-	-

Sl. No.	Name of Directors	Category	Shares/ Convertible instruments held in the Company	No. of Board Meetings attended/ held	Attendance in last AGM (Yes or No)	Business relationship with Nitta Gelatin India Ltd. (NGIL)	Other Directorships	Committee Membership (see Note 2.01)	
								Member	Chairman
3	Mr. Koichi Ogata*	Promoter/ Nominee Director representing NGI, Japan (Equity investor)	-	2/2	NA	President, NGI, Japan (Promoter) upto 26.06.2024	-	-	-
4	Mr. E. Nandakumar	Non-Executive Independent Director	-	6/6	Yes	-	2	1	-
5	Mr. Hidenori Takemiya**	Promoter/ Nominee Director representing NGI, Japan (Equity investor)	-	4/4	Yes	President NGI, Japan (Promoter) from 27.06.2024	-	-	-
6	Mr. Kazuya Hayashi***	Promoter/ Nominee Director representing NGI, Japan (Equity investor)	-	5/5	Yes	-	-	-	-
7	Mr. Hidehito Jay Araki****	Non-Executive Independent Director	-	3/4	No	-	9	-	-
8	Mr. Sajiv K. Menon*****	Non-Executive Non Independent Director	-	6/6	Yes	-	1	-	-
9	Dr. Justice (Retd.) M. Jaichandren	Non-Executive Independent Director	-	6/6	Yes	-	-	-	-
10	Mr. V. Ranganathan	Non-Executive Independent Director	-	6/6	Yes	-	2	3	1

Sl. No.	Name of Directors	Category	Shares/ Convertible instruments held in the Company	No. of Board Meetings attended/ held	Attendance in last AGM (Yes or No)	Business relationship with Nitta Gelatin India Ltd. (NGIL)	Other Directorships	Committee Membership (see Note 2.01)	
								Member	Chairman
11	Prof. (Dr.) M.K. Chandrasekharan Nair	Non-Executive Independent Director	-	6/6	Yes	-	-	-	-
12	Mrs. Shirley Thomas	Non-Executive Independent Director	-	6/6	Yes	-	3	2	1
13	Mr. Praveen Venkataramanan******	Managing Director	-	4/4	Yes	-	1	-	-
14	Dr.Shinya Takahashi*******	Whole Time Director	-	NA	NA	-	-	-	-

*Mr. Koichi Ogata ceased to be the Director w.e.f 26.06.2024.

**Mr. Hidenori Takemiya has been appointed as Non- Executive Nominee Director w.e.f 27.06.2024.

***Mr.Kazuya Hayashi has been appointed as Non- Executive Nominee Director w.e.f 10.05.2024.

****Mr. Hidehito Jay Araki has been appointed as Non- Executive Independent Director w.e.f 04.08.2024.

*****Mr. Sajiv K. Menon has been appointed as Non- Executive Non Independent Director w.e.f 04.08.2024, after ceasing to be the Managing Director.

******Mr.Praveen Venkataramanan has been appointed as Managing Director w.e.f 04.08.2024.

******* Dr.Shinya Takahashi ceased to be the Director w.e.f 07.05.2024.

2.01 For reckoning the number of Board Committees in which the Director is a Member or Chairperson in Public Limited Companies, only the Audit Committee and Stakeholders' Relationship Committee are considered.

2.02 The Board of Directors has an optimum combination of Executive and Non-Executive Directors with not less than 50% of the Directors being Non-Executive Directors and one Woman Director in conformity with Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors are disqualified under Section 164 of the Companies Act, 2013. A Certificate from a Practicing Company Secretary stating that none of the Directors are disqualified, forms part of this report. Necessary declarations have been made by the Directors under Regulation 26(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating the Committee positions held by them in other entities.

2.03 The Independent Directors as on 31.03.2025 were Mr. E. Nandakumar, Mrs. Shirley Thomas, Dr. Justice (Retd.) M Jaichandren, Mr. V. Ranganathan, Prof. (Dr.) M.K. Chandrasekharan Nair and Mr. Hidehito Jay Araki, who meet the prescribed criteria of Independence during the financial year. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these Regulations and are independent of the management.

Name of the Listed Companies in which each Director holds Directorships including category of Directorship

Sl. No.	Name of the Director	Name of the Listed Company	Category
1	Mr. APM Mohammed Hanish IAS	1. Nitta Gelatin India Limited 2. Bharat Petroleum Corporation Limited	Nominee Director
2	Mr. S. Harikishore IAS	1. Geojit Financial Services Limited 2. Nitta Gelatin India Limited	Nominee Director
3	Mr. Koichi Ogata*	Nitta Gelatin India Limited	Nominee Director
4	Mr. E. Nandakumar	Nitta Gelatin India Limited	Independent Director
5	Mr. Hidenori Takemiya**	Nitta Gelatin India Limited	Nominee Director
6	Mr.Kazuya Hayashi***	Nitta Gelatin India Limited	Nominee Director
7	Mr.Hidehito Jay Araki****	Nitta Gelatin India Limited	Independent Director
8	Mr. Sajiv K. Menon*****	Nitta Gelatin India Limited	Non-Executive Non-Independent Director
9	Dr. Justice (Retd.) M. Jaichandren	Nitta Gelatin India Limited	Independent Director
10	Mr. V. Ranganathan	1. Nitta Gelatin India Limited 2. TTK Healthcare Limited 3. TTK Prestige Limited	Independent Director
11	Prof. (Dr.) M.K. Chandrasekharan Nair	Nitta Gelatin India Limited	Independent Director
12	Mrs. Shirley Thomas	1. Nitta Gelatin India Limited 2. Muthoot Capital Services Limited	Independent Director
13	Mr. Praveen Venkataramanan******	Nitta Gelatin India Limited	Managing Director
14	Dr. Shinya Takahashi*******	Nitta Gelatin India Limited	Whole time Director

*Mr. Koichi Ogata ceased to be the Director w.e.f 26.06.2024.

**Mr. Hidenori Takemiya has been appointed as Non- Executive Nominee Director w.e.f 27.06.2024.

***Mr.Kazuya Hayashi has been appointed as Non- Executive Nominee Director w.e.f 10.05.2024.

****Mr. Hidehito Jay Araki has been appointed as Non- Executive Independent Director w.e.f 04.08.2024.

*****Mr. Sajiv K. Menon has been appointed as Non- Executive Non Independent Director w.e.f 04.08.2024, after ceasing to be the Managing Director.

******Mr.Praveen Venkataramanan has been appointed as Managing Director w.e.f 04.08.2024.

*******Dr.Shinya Takahashi ceased to be the Director w.e.f 07.05.2024

Change in Directors during the Financial Year 2024-25

Mr. Koichi Ogata ceased to be the Director w.e.f 26.06.2024.

Mr. Hidenori Takemiya has been appointed as Non-Executive Nominee Director w.e.f 27.06.2024.

Mr. Kazuya Hayashi has been appointed as Non- Executive Nominee Director w.e.f 10.05.2024.

Mr. Hidehito Jay Araki has been appointed as Non-Executive Independent Director w.e.f 04.08.2024.

Mr. Sajiv K. Menon has been appointed as Non- Executive Non Independent Director w.e.f 04.08.2024, after ceasing to be the Managing Director.

Mr.Praveen Venkataramanan has been appointed as Managing Director w.e.f 04.08.2024.

Dr.Shinya Takahashi ceased to be the Director w.e.f 07.05.2024.

Mr. E Nandakumar (DIN: 01802428) re-appointed as Independent Director w.e.f 02.08.2024 for period till the Annual General Meeting to be held in the year 2026.

Familiarisation Programme

The Company has fully recognized the need for keeping Directors, especially the Independent Directors abreast of the changes in the corporate sector, be it any new trends and mandates in Corporate Governance practices or the governing legal provisions in corporate law. In that direction, the Company has, at the time of appointment of Independent Directors at the Annual General Meeting issued those formal letters of appointment which explains the role, function, duties and responsibilities expected of them as Directors of the Company. It is also explained in detail to the Directors, the compliances required from him/her under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The web link where details of Familiarization Programme imparted to Independent Directors disclosed is as under:

https://gelatin.in/uploads/homecontent/Familiarisation%20Programme_20221115023926.pdf

Separate Meeting of Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company had held one Meeting in the financial year 2024-25 i.e, on 17.03.2025. All the Independent Directors attended the Meeting. The Meeting inter alia reviewed the performance of the Non-Independent Directors and the Board as a whole, including the Chairman and found their performance to be satisfactory.

Code of Conduct

All Board members and Senior Management Personnel have affirmed compliance with the code and a declaration to this effect is annexed to this report.

Board Profile as on 31.03.2025

a. **Mr. APM Mohammed Hanish IAS, Chairman**

Mr. A P M Mohamed Hanish IAS who holds a B Tech Degree in Civil Engineering was selected to Indian Administrative Service in 1996. He is presently serving as Principal Secretary, Industries, Sports and Youth Affairs and Revenue (Waqf) Departments, Govt. of Kerala and as Managing Director of Cheraman Financial Services Limited. He had in the past been a National Trainer on Leadership Skills by the Department of Personnel and Training, Government of India and has participated in programmes for training Civil Servants at the National level. Besides, he has undergone training programmes at University of Toronto, Canada, Asian Institute of Technology, Bangkok, Thailand and Indian Institute of Management Bangalore. He holds directorships in Travancore Titanium Products Limited, IREL (India) Limited, Kerala Paper Products Limited, Cheraman Financial Services Limited. The Kerala State Coir Corporation Limited, The Kerala Industrial Corridor Development Corporation Limited, Bharat Petroleum Corporation Limited, The Kerala Minerals and Metals Limited, Kerala State Industrial Development Corporation Ltd, Malabar Cements Ltd, Additional Skill Acquisition Programme Kerala.

b. **Mr. Praveen Venkataramanan, Managing Director**

Mr. Praveen Venkataramanan is a Commerce graduate and also holds CMA from the Institute of Cost Accountants of India and PGP Max (EMBA) from Indian School of Business, Hyderabad. He is an experienced (Spanning over 25+ years) professional with international exposure (Asia, Africa and Latin America) in P & L management, new business development, strategic supply chain initiatives and business course correction. He has previously worked in Companies like Warner Lambert India Ltd, Strides Arcolab Ltd etc. He has also served as the CEO of Spice Division in Synthite Industries Ltd. He holds directorship in Bamni Proteins Limited, the subsidiary of Nitta Gelatin India Limited.

c. **Mr. Sajiv K. Menon**

Mr. Sajiv K. Menon is a B.Tech (Chemical Engineering) from NIT Trichy, PGDM (Fin. & Mktg) from IIM, Bangalore and a Fulbright Scholar from Carnegie Mellon University, USA. Mr. Menon had more than 40 years of experience in various capacities in Engineering and Chemical Industries before taking charge as Managing Director of NGIL on 01.04.2014 and continued till 31.03.2022. Post completion of his term, he was associated with NGIL as a Non-Executive Director. He was re-appointed as Managing Director with effect from 1st June 2023 and completed his term on 04.08.2024, whereafter he was appointed as Non-Executive Non-Independent Director.

d. **Mr. Hidehito Jay Araki**

Mr. Hidehito Jay Araki has majored in Marketing from San Diego State University (USA). He has an industry experience of about 38 years across the globe. He has previously held the position of CEO and MD in ADK Fortune Communications Private Ltd. He has also served as Independent Director for JTEKT India Ltd. He is the officially appointed India representative for Osaka Business Development Agency.

e. **Mr. Hidenori Takemiya**

Mr. Hidenori Takemiya is President, NGI, Japan, having earlier held senior positions in the industry.

f. **Mr. S. Harikishore IAS**

Mr. S Harikishore IAS is a Master of Engineering by Academics. He got into Indian Administrative Services from Kerala Cadre in the year 2008. He served as the District Collector of Pathanamthitta, Managing Director KTDC, Director Tourism Department, CEO Life Mission etc. Currently he is serving as Secretary – Information & Public Relations Department and Secretary of Programme Implementation Evaluation and Monitoring Department. Mr. S. Harikishore IAS holds directorships in Companies like INKEL Limited, Kerala Rubber Limited, Geojit Financial Services Limited, Brahmos Aerospace Thiruvananthapuram Limited, Malabar Cements Limited, Kerala Coffee Limited, Marine Products Infrastructure Development Corporation Private Limited, Kerala Academy for Skills Excellence, The Kerala Minerals and Metals Limited, Kerala Financial Corporation and Kerala Life Sciences Industries Parks Private Limited and KSIDC.

g. **Mr. Kazuya Hayashi**

Mr. Kazuya Hayashi is a Bachelor of Agriculture, Shinshu University, Nagano Japan. He has more than

30 years of experience in Nitta Gelatin Inc, Japan and presently occupies the post of Director and General Manager of General Management Division in NGI.

h. Dr. Justice (Retd.) M. Jaichandren

Dr. Justice (Retd.) M. Jaichandren holds Bachelor Degree of Arts, Masters Degree in Criminology at the Department of Psychology, University of Madras and Doctorate in Law. He has in all 46 years' standing in the Bar and Bench, of which 12 years beginning 10th Dec' 2005, he served as the Justice in the High Court of Madras. Presently, the Senior Advocate of Supreme Court of India, Dr. Justice (Retd.) M. Jaichandren, has many credentials acting as Honorary Professor of Law at Tamil Nadu Judicial Academy, Chennai, conducting cases of far reaching significance relating to issues involving Human Rights and Environmental problems besides undertaking many acclaimed roles such as recognition as ' International Visitor" on Human Rights issues under invitation by United States of America representing the Country as Fellow of Session – 390, 'International Legal Perception on Human Rights' held at Salzburg, Austria. He doesn't hold any directorship in other Companies.

i. Mr. E. Nandakumar

A Chemical Engineer with MBA, erstwhile Executive Director of BPCL Kochi Refinery, has over 30 years' experience with Oil Refinery, Petrochemicals and Gas processing. Earlier, he was Director in the Board of Cochin Port Trust, Cochin International Air Port and Petronet CCK. He holds directorship in Bamni Proteins Limited and Fluitron India Private Limited.

j. Mr. V. Ranganathan

Mr. V. Ranganathan, a Chartered Accountant and Company Secretary, has expertise in advisory role on financial and taxation matters, acting as Consultant at EY for over 23 years, besides being a visiting faculty for nearly 25 years at IIM Ahmedabad on the subject of mergers and corporate restructuring. Mr. V. Ranganathan holds the position of Independent Director in few other prominent companies including listed ones. He is the member in leading industry bodies and social service organisations such as Madras Chamber of Commerce, CII, ASSOCHAM, FICCI and a Trustee of Palkhivala Foundation, Chennai. He holds directorships in TTK Healthcare Limited, TTK Prestige Limited and Chevening Advisors Private Limited.

k. Prof. (Dr.) M.K. Chandrasekharan Nair

Prof (Dr.) M. K. Chandrasekharan Nair is presently serving as Director, NIMS-SPECTRUM-Child Development Research Centre, Thiruvananthapuram. He was formerly Vice Chancellor & Emeritus Professor Research Kerala University of Health Sciences (KUHS), Emeritus Professor in Developmental Behavioural & Adolescent Paediatrics, CDC Kerala Certificate of Modern Medicine Registration. He was the Founder Director of Child Development Centre, Kerala. Dr. Nair was the National President of the Indian Academy of Paediatrics- 2004, Indian Clinical Epidemiology Network-2005-07, and National Neonatology Forum-2011-12. He was also the Founder Secretary of Growth & Development Chapter and Adolescent Paediatrics Chapter of Indian Academy of Paediatrics, both of which have established annual Oration Awards in his name. Dr. Nair was the first recipient of Doctor of Science in Medicine from Kerala. He received his training in research methodology from Newcastle University, Australia and he is a renowned researcher in developmental and adolescent Paediatrics. He has published many books in developmental paediatrics, adolescent care counselling, parenting and premarital health counselling. He has written more than 200 articles in international and national journals. He doesn't hold any directorship in other Companies.

l. Mrs. Shirley Thomas

Mrs. Shirley Thomas has rich hands on all round Banking experience from branch Banking to Network level senior Management roles, started with State Bank of India (SBI) in 1984 as a Probationary Officer and had a long career of 37 years in SBI before retiring as General Manager in October 2021. She has expertise in various areas like SME business, retail business, commercial banking, stressed asset management, Enterprise and group risk management, Agriculture and Microfinance. She holds directorships in Muthoot Capital Services Limited, BWDA Finance Limited and Bamni Proteins Limited.

Matrix setting out the skills/expertise/core competencies of the Board of Directors

SEBI (LODR) Regulations, 2015 prescribes that there shall contain a 'chart or a matrix' setting out the skills/expertise/competence of the Board of Directors specifying the following:

(i) The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board;

(ii) The names of Directors who have skills/expertise/competence detailed herein as part of (i) above;

In view of the above, the skills attributed to individual Directors constituting the Board are herein below:

Skill Area (Essential attributes)	Description	Skills attributed to
Strategy and planning	Ability to think strategically; identify and critically assess strategic opportunities and threats. Guide in the development of effective strategies in the context of the strategic objectives, relevant policies and priorities.	All Directors
Policy Development	Ability to help identify key issues and opportunities and develop appropriate policies to define the parameters within which the organisation should operate.	All Directors
Governance, Risk and Compliance	Experience in the application of Corporate Governance principles in a commercial enterprise.	All Directors
	Ability to help identify key risks in a wide range of areas including legal and regulatory compliance.	All Directors and especially Dr. Justice (Retd.) M. Jaichandren on matters relating to legal and regulatory compliance.
	Experience in the appointment and evaluation of a CEO and senior executive managers.	All Directors
Financial Performance	Qualifications and experience in accounting and/or finance and the ability to: • Analyse key financial statements; • Critically assess financial viability and performance; • Contribute to strategic financial planning; • Oversee budgets and the efficient use of resources; • Oversee funding arrangements and accountability	Mr. V. Ranganathan, Mrs. Shirley Thomas, Mr. Sajiv K.Menon besides MD and generally all other Directors especially, the Promoter Directors.
Government Relations (policy & process)	Experience in managing government relations and industry advocacy strategies.	MD besides Nominees of KSIDC.
Marketing & Communication	Knowledge of and experience in marketing services to members and public promotion campaigns. Experience in, or a thorough understanding of communication with industry groups and/or end users through a range of relevant communication channels.	Promoter Directors (NGI, Japan), besides MD.
Member and stakeholder engagement	High level reputation and established networks in the industry, consumer or business groups and the ability to effectively engage and communicate with key stakeholders.	MD
Commercial Experience	A broad range of commercial/business experience, preferably in the small to medium enterprise context, in areas including communications, marketing, branding and business systems, practices and improvement.	All Directors
Legal	Qualification and experience in legal practice with emphasis on: • Specialty Chemical Industry • Pharmaceutical Industry • Employment law • Health & Safety legislation	Dr. Justice (Retd.) M. Jaichandren
Geographic, Gender and cultural diversity	Geographic and cultural diversity on the Board should be reflective of the diversity in the Industry.	Complied.

Skill Area (Essential attributes)	Description	Skills attributed to
Human Resource Management	Experience in human resource management with an understanding of Industry and Employment Law	Mr. E. Nandakumar
Information Technology/Digital Skills	Exposure to IT and/or Digital Industries with an ability to guide in the application of new technology	MD

3. AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee of the Board conforming to the requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee consists of 4 Non-Executive Directors, Mr. V. Ranganathan, Mr. E. Nandakumar, Mr.Sajiv K. Menon and Mrs. Shirley Thomas as members. Mr. V. Ranganathan is the Chairman of the Audit Committee. The Company had the requisite number of members on the Committee for the year 2024-25.

The terms of reference of the Audit Committee sufficiently cover the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India(Listing Obligations & Disclosure Requirements) Regulations, 2015 and include overseeing of financial reporting process and development of financial information, ensuring the correctness of financial statements, reviewing with management, internal and external Auditors, the adequacy of internal control system and reviewing the related party transactions besides Internal Financial Controls and risk management systems. Mr. Vinod Mohan, Company Secretary, acts as the Secretary of the Committee, as envisaged under law.

Six Audit Committee Meetings were held during the financial year 04.05.2024, 09.05.2024, 28.06.2024, 02.08.2024, 06.11.2024 and 07.02.2025.

The attendance of members is as follows:

Name of Directors	Category	No. of Meetings attended/ held
Mr. V. Ranganathan	Chairman	6/6
Mr. E. Nandakumar	Member	6/6
Mrs. Shirley Thomas	Member	6/6
Mr.Sajiv K. Menon*	Member	2/2

Mr. V. Ranganathan, as Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on 4th August, 2024.

* Mr. Sajiv K. Menon has been inducted as a member of this Committee w.e.f 04.08.2024.

4. NOMINATION AND REMUNERATION COMMITTEE

As per Regulation 19(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee shall comprise of atleast three Directors, all of them shall be Non-Executive Directors and at least 2/3 of the Directors shall be Independent Directors. Accordingly, the Committee comprised of Mrs. Shirley Thomas as Chairperson, Dr. M K Chandrasekharan Nair and Mr. Sajiv K. Menon as members, all three being Independent Directors. The Company had the requisite number of members in the Committee for the year 2024-25. During the year, the Committee was reconstituted with Mr. Sajiv K. Menon replacing Mr. E Nandakumar the former Chairman of the Committee.

The terms of reference of the Committee include recommending remuneration and terms and conditions of appointment of Executive Directors and Senior Management Personnel. The role of the Committee shall include formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees and criteria for evaluation of performance of Independent Directors and the Board of Directors. During the year 2024-25, the Nomination and Remuneration Committee met on 30.04.2024 and 05.02.2025.

The attendance of members is as follows:

Name	Category	No. of Meetings attended/ held
Mr. E. Nandakumar	Chairman (upto 04.08.2024)	1/1
Mrs. Shirley Thomas	Chairperson (w.e.f. 04.08.2024)	2/2
Dr. M.K. Chandrasekharan Nair	Member	2/2
Mr. Sajiv K. Menon	Member	1/1

Performance Evaluation Criteria for Independent Directors

The criteria for evaluation of performance of Independent Directors are as follows:

* Highest Personal and Professional ethics, integrity and values.
* Inquisitive and objective perspective, practical wisdom and mature judgment.
* Demonstrated intelligence, maturity, wisdom and independent judgment.
* Self - confidence to contribute to Board deliberations and stature such that other Board members will respect his or her view.
* The willingness and commitment to devote the extensive time necessary to fulfill his/her duties.
* The ability to communicate effectively and collaborate with other Board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others.
* The skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable Company or Organization, including but not limited to relevant experience in manufacturing, international operations, public service, finance, accounting, strategic planning, supply chain, technology and marketing.
* Commitment, including guidance provided to the Senior Management outside of Board/Committee Meetings.
* Effective deployment of knowledge and expertise.
* Effective management of relationship with various stakeholders.
* Independence of behavior and judgement.
* Maintenance of confidentiality of critical issues.

5. REMUNERATION OF DIRECTORS

The Remuneration Policy is directed towards rewarding performance based on review of achievements, which is in consonance with the existing industry practices.

(a) Non- Executive Directors have no pecuniary relationship with the Company, apart from the sitting fees paid for attending the meetings as below:

Name	Sitting fees (₹)
Mr. APM Mohammed Hanish IAS*	1,20,000
Mr. S. Harikishore IAS*	80,000
Mr. Hidehito Jay Araki	1,60,000
Mr. E. Nandakumar	6,00,000
Dr. Justice(Retd.) M. Jaichandren	4,00,000
Mr. V. Ranganathan	5,60,000
Mr. Sajiv K. Menon	2,80,000
Prof. (Dr.) M.K. Chandrasekharan Nair	4,00,000
Mrs. Shirley Thomas	6,40,000

* Being Nominee Directors, sitting fees were paid to KSIDC

(b) Since Non-Executive Directors are not eligible for any remuneration other than sitting fee for attending Meetings, there is no criteria determined for their remuneration.

(c) Details of Remuneration for the Financial Year 2024-25

Name	Salary (in ₹)	PF (in ₹)	Incentive (in ₹)	Other Benefits (in ₹)	Total (in ₹)
Executive Directors:					
a) Managing Director: Mr. Praveen Venkataramanan (from 04.08.2024 to 31.03.2025)	39,35,484	472,258	38,20,218	40,76,948	130,92,005
b) Managing Director: Mr. Sajiv K. Menon (from 01.04.2024 to 04.08.2024)	22,70,968	2,66,717	11,38,217	37,09,263	73,85,165
c) Whole Time Director: Dr. Shinya Takahashi (from 01.04.2024 07.05.2024)	1,66,500	-	-	83,250	2,49,750

Notice Period for the aforementioned Executive Director is three (3) months.

Details of performance linked incentive - Managing Director – Praveen Venkataramanan (from 04.08.2024 to 31.03.2025)

Incentive Criteria	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month
Actual Net Profit before Tax of NGIL as compared to Board approved Budget for the year	up to 50%	10,12,600	50.01 to 80	12,65,753	80.01 to100	15,18,904	100.01 to 110	20,25,205	Above 110.01	24,30,247
Increase in Sales volume of NGIL in current period compared to Board approved budget for the year - 70% weightage for Gelatin and 30% weightage for Collagen peptide.	up to 5%	5,06,304	5.01 to 7.50	-	7.51 to 10	-	10.01 to 15	-	Above 15.01	-
Increase in Total Revenue of NGIL in current period compared to Board approved budget for the year.	up to 5%	5,06,304	5.01 to 7.50	-	7.51 to 10	-	10.01 to 15	-	Above 15.01	-
Total		20,25,208		12,65,753		15,18,904		20,25,205		24,30,247

Details of performance linked incentive - Managing Director- Mr. Sajiv K. Menon (from 01.04.2024 to 04.08.2024)

Incentive Criteria	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month	Achievement in %	Amount/ month
Actual Consolidated Net Profit before Tax in current period as compared to that as per Board Budget for the same period	up to 50%	5,17,808	50.01 to 80	6,47,260	80.01 to100	7,76,712	100.01 to 110	10,35,616	Above 110.01	12,42,740
Increase in Total Revenue (consolidated) in current period compared to corresponding previous year.	up to 5%	1,72,604	5.01 to 7.50	-	7.51 to 10	-	10.01 to 15	-	Above 15.01	-
Total		6,90,412		6,47,260		7,76,712		10,35,616		12,42,740

No Stock option was issued during the period.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board had set up a Stakeholders' Relationship Committee to consider and resolve the grievances of the security holders of the Company. The Committee as on 31.03.2025 consisted of three Directors with Dr. Justice (Retd.) M. Jaichandren Chairman, Prof. Dr. M K Chandrasekharan Nair and Mr. Praveen Venkataramanan as members. During the year, the Committee was reconstituted w.e.f 04.08.2024 by replacing Mr. Sajiv K. Menon and Dr. Shinya Takahashi with Prof. Dr. MKC Nair and Mr. Praveen Venkataramanan.

a. Name and designation of Compliance Officer: Mr. Vinod Mohan, Company Secretary.

b. Number of Shareholder complaints received during the financial year 2024-2025: 3

c. Number not resolved to the satisfaction of the Shareholders: Nil

d Number of pending complaints: Nil

A Stakeholders' Relationship Committee Meeting was held during the financial year 2024-25 on 16.01.2025.

Name	No. of Meetings attended/held
Dr. Justice (Retd.) M. Jaichandren, Chairman	1/1
Prof. Dr. MKC Nair	1/1
Mr. Praveen Venkataramanan	1/1

Dr. Justice (Retd.) M. Jaichandren, Chairman of the Stakeholders' Relationship Committee, was present at the Annual General Meeting of the Company, held on 04th August, 2024.

7. GENERAL BODY MEETINGS:

(a) Date, Time and Location of three preceding Annual General Meetings

AGM	Financial Year	Day	Date	Time	Location
48th	2024	Sunday	04.08.2024	10.30 A.M	Video Conferencing (VC)
47th	2023	Friday	04.08.2023	10.30 A.M	Video Conferencing (VC)
46th	2022	Thursday	04.08.2022	10.00 A.M	Video Conferencing (VC)

(b) Special Resolutions have been passed at the last three Annual General Meetings as under:

Date of AGM	Nature of Special Resolution
04.08.2024	1. Re- appointment of Mr. E Nandakumar (DIN: 0182028) as Independent Director 2. Appointment of Mr. Hidehito Jay Araki (DIN: 02517509) as Independent Director
04.08.2023	1. Appointment of Mrs. Shirley Thomas (DIN: 08586100) as Independent Director
04.08.2022	1. Appointment of Prof. (Dr) M.K. Chandrasekharan Nair (DIN: 09572230) as Independent Director

(c) Details of Special Resolution passed through Postal Ballot during the financial year:

No Special Resolutions were passed through Postal Ballot following the procedure prescribed under Section 110 of the Companies Act, 2013 and Rules thereon during the financial year.

(d) The Company does not intend as of now to pass any Special Resolution through Postal Ballot during the financial year 2025-26; which if at all conducted, shall follow the procedure prescribed under Section 110 of the Companies Act, 2013 and Rules thereon, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

8. MEANS OF COMMUNICATION

Quarterly results are published in prominent newspapers namely the Business Line/Financial Express (English) and Mangalam (Malayalam). Immediately after the approval of the Board, the financial results are submitted to BSE Limited where the shares of the Company are listed and the same is also uploaded regularly in the Company website www.gelatin.in and BSE listing Centre. Official news releases and presentations made to institutional investor/analyst, if any, shall also be in line with the above.

9. GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting - date, time & venue: Video Conferencing/Other Audio Visual Means on 01st August, 2025 at 10.30 A.M.

ii) Financial Year: 1st April 2024 to 31st March 2025.

iii) Dividend payment date: (if declared at the Annual General Meeting) latest by 30.08.2025.

iv) The Company's Equity Shares are listed on the following Stock Exchange and the annual listing fee to such Stock Exchange has been paid:

BSE Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400001

v) The securities of the Company are not suspended from trading during the year.

vi) Registrars and Share Transfer Agents:

With effect from 1st April 2003, the Company has appointed Cameo Corporate Services Limited, 'Subramanian Building', 1, Club House Road, Chennai-600 002 as Registrars & Share Transfer Agents to deal with both physical and electronic Share Registry.

vii) Share transfer system

SEBI Vide Press Release No. 12/2019 dated March 27, 2019, effective from April 1, 2019, has discontinued transfer of shares in physical mode and hence, the Company is not required to process any transfer request on or after April 1, 2019.

viii) Distribution of Shareholding

Distribution of Shareholding as at 31st March, 2025

No of Equity Shares held	No. of Shareholders	% of Shareholders	Shareholding				
			Physical	NSDL	CDSL	Total	% of Shareholding
1-1000	9446	76.0976	18288	926660	145859	256813	2.8285
1001-5000	2276	18.3356	51243	2575020	201634	510379	5.6214
5001-10000	381	3.0693	14297	1638450	102395	280537	3.0899
10001 and above	310	2.4973	14731	74952610	521439	8031431	88.4600
Total	12413	100	98559	8009274	9713270	9079160	100.0000

ix) Dematerialisation of Shares & liquidity:

As at 31st March, 2025, there were 8980601 shares, representing 98.92% of Equity Paid-up Share Capital in dematerialised form. This includes 8009274 shares (88.22%)in NSDL and 971327 shares(10.70%) in CDSL. No shares were re-materialised during the year. The Company's equity shares are liquid and are actively traded on BSE Ltd.

x) Outstanding GDRs/ADRs Warrants or any Convertible instruments, conversion date and likely impact on Equity (as on 31.3.2025) – Nil

xi) The Company broadly follows a Policy of hedging for foreign currency receivables of about 60% of the exchange receivables. The appropriate hedging rates are based on Company's budgeted rates, market factors and related developments.

xii) Plant Locations

The Company's Plants are located at:

1. Kathikudam P.O., Via. Koratty,
   Thrissur District, PIN - 680 308.
2. Kinfra Export Promotion Industrial Parks Ltd.,
   PB. No.3109, Kusumagiri P.O.,
   Ernakulam District, PIN - 682 042.
3. 832, GIDC Jhagadia, Jhagadia,

Bharuch, Gujarat - 393110

xiii) Address for investor correspondence:

1. CAMEO Corporate Services Ltd,
'Subramanian Building',
No 1, Club House Road, Chennai - 600 002
Tel: 044-40020700
Email: investor3@cameoindia.com
2. Nitta Gelatin India Limited,
Nitta Center, SBT Avenue
Panampilly Nagar, Ernakulam - 682 036, Kerala
Tel: 0484 2864400
Email: investorcell@nitta-gelatin.co.in

xiv) List of all credit ratings obtained by the entity along with any revisions thereto during the financial year, for all debt instruments of the Company or any fixed deposits programme or any scheme or proposal of the Company involving mobilization of funds whether in India or abroad- For bank loan facilities of Rs. 97.9 Cr, long term rating of CRISIL A- and short term rating of CRISIL A2+

10. OTHER DISCLOSURES

(a) There have been no materially significant related party transactions with the Company's Promoters, Directors, the Management, their Subsidiaries which have/may have potential conflict with the interests of the Company at large. The necessary disclosures regarding the transactions with Related Parties are given in the Notes to the Accounts (See Note No. 3.29 of Standalone Financial Statement). The Company has taken omnibus approval of the Audit Committee for Related Party Transactions. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The web link where policy on dealing with Related Party Transactions is as follows:

https://gelatin.in/uploads/homecontent/Related%20Party%20Transactions_20250313043530.pdf

(b) There were no instances of non-compliance by the Company leading to imposition of penalties, strictures by the Stock Exchange or SEBI or any other statutory authority, on matters related to capital markets during the last three years.

(c) No personnel of the Company has been denied access to the Audit Committee of the Company (in respect of matters involving alleged misconduct). The Company has provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices. The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has adopted measures for airing concerns about unethical behavior, both for the Directors and employees. Pursuant to the proviso to Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, a 'Vigil Mechanism' has been constituted as a part of the function of Audit Committee of Board. The Vigil Mechanism provides for adequate safeguards against victimization of Directors or employees or any other person who avail the mechanism and also provides for direct access to the Chairman of the Audit Committee in appropriate cases. The Committee oversees the Vigil Mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy. Vigil mechanism has been disseminated in the website of the Company.

(d) All mandatory requirements have been complied with while non-mandatory requirements complied have been reported in Para 12 herein below.

(e) The Company has formulated a material subsidiary policy which has been disclosed in the Company website. Besides, mention is also made in the Board's Report. The web link where policy for determining Material Subsidiaries is as follows:

https://gelatin.in/uploads/homecontent/Material%20Subsidiary%20Policy_20250313043553.pdf

(f)The web link where the policy on dealing with related party transactions is disclosed is as follows:

https://gelatin.in/uploads/homecontent/Related%20Party%20Transactions_20250313043530.pdf

(g) The Company does not deal in commodity hedging activities and is therefore free from any risk arising there from.

(h) The Company has not raised any funds through preferential allotment or qualified institutional placement as per Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year.

(i) Certificate from Practising Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any statutory authority is separately enclosed.

(j) There are no pending recommendations from any Committee of the Board which necessitates the approval of the Board during the financial year.

(k) Total fee paid by the Company and its Subsidiary to the Statutory Auditor on a consolidated basis: Rs.44.33 Lakhs.

(l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013;

a. Number of complaints filed during the financial year - Nil

b. Number of complaints disposed of during the financial year - Nil

c. Number of complaints pending as on end of the financial year - Nil

(m) disclosure of Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount: Nil

(n) Bamni Proteins Ltd. incorporated on 18th December, 1997 with the Registered Office at Kochi, Kerala continues to be the material subsidiary.

11. The requirements of Sub paras (2) to (10) of the Corporate Governance Report as above have been complied with during the financial year ended 31.03.2025.

12. The Company has adopted discretionary requirements as per Part E of Schedule II, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as follows:

a) The Company has appointed separate persons to the post of Chairperson and Managing Director.

b) The Company has appointed one woman independent director on its Board of Directors

c) The Internal Auditors report directly to the Audit Committee of the Board.

13. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub Regulation (2) of Regulation 46 during the financial year ended 31.03.2025.

14. Designated e-mail id for investor complaints/grievance redressal: investorcell@nitta-gelatin.co.in

15. Disclosures with respect to Demat Suspense Account/ Unclaimed Suspense Account

(a) Aggregate number of Shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year: Nil

(b) number of Shareholders who approached listed entity for transfer of shares from Suspense Account during the year: Nil

(c) number of Shareholders to whom shares were transferred from Suspense Account during the year: Nil

(d) aggregate number of Shareholders and the outstanding shares in the Suspense Account lying at the end of the year: Nil

(e) the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

16. Senior Management Persons:

The following are the Senior Management Persons as on 31.03.2025.

Sl No	Name	Function
1	Dr. Shinya Takahashi	Technical
2	Mr. Pradeep Kumar K	Operations
3	Mr. Sahasranaman P	Finance
4	Mr. Ajit V	HR
5	Mr. Riyaz Khan	Marketing
6	Mr. Pradeep T	Commercial
7	Mr. Vinod Mohan	Secretarial

Change in Senior Management persons : Nil

For and on behalf of the Board of Directors

Sd/-

APM MOHAMMED HANISH IAS

Kochi Chairman

16.06.2025 DIN: 02504842

CEO/CFO Certificate
(Regulation 17(8) of SEBI (LODR) Regulations, 2015)

We, Praveen Venkataramanan, Managing Director and P. Sahasranaman, Chief Financial Officer of the Company, to the best of our knowledge and belief hereby certify that:

A. We have reviewed financial statements and the Cash Flow Statement for the financial year ended 31st March, 2025 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and Audit Committee:

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
PRAVEEN VENKATARAMANAN
MANAGING DIRECTOR
DIN: 10607119

Sd/-
P. SAHASRANAMAN
CHIEF FINANCIAL OFFICER

Date: 02.05.2025
Place: Kochi

DECLARATION OF COMPLIANCE OF CODE OF BUSINESS CONDUCT AND ETHICS

(Under Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

As per the affirmations received from the Directors and Senior Management Personnel of the Company, the Directors and Senior Management Personnel have complied with the provisions of the Code of Business Conduct and Ethics applicable to Directors and Senior Management Personnel of the Company for the financial year ended 31st March, 2025.

Date: 02.05.2025
Place: Kochi

Sd/-
Praveen Venkataramanan
Managing Director
DIN: 10607119

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members,
Nitta Gelatin India Limited
CIN: L24299KL1975PLC002691
Nitta Center, SBT Avenue, Panampilly Nagar,
Ernakulam - 682 036.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nitta Gelatin India Limited having CIN: L24299KL1975PLC002691 and having registered office at Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam-682036 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authorities.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Acharath Parakkat Mahalil Mohammed Hanish	02504842	15/02/2022
2	Elechil Nandakumar	01802428	29/10/2018
3	Hidenori Takemiya	08249254	27/06/2024
4	Muthusami Jaichandren	08584025	04/11/2019
5	Harikishore Subramanian	06622304	04/08/2022
6	Vijayaraghavachari Ranganathan	00550121	27/04/2021
7	Dr. M K Chandrasekharan Nair	09572230	06/05/2022
8	Shirley Thomas	08586100	08/05/2023
9	Kazuya Hayashi	10620706	10/05/2024
10	Sajiv Kumar Menon	00168228	06/05/2022
11	Venkataramanan Praveen	10607119	04/08/2024
12	Hidehito Jay Araki	02517509	04/08/2024
13	Koichi Ogata	07811482	09/05/2017 (Retired on 26.06.2024)
14	Dr. Shinya Takahashi	07809828	09/05/2017 (Retired on 07.05.2024)

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F010876G000023779
M.No. F10876 C.P. No.: 14524
Unique Code No. I2015KE2046800
PR No. 6484/2025
Place : Kochi
Date : 04/04/2025

Sd/-
Abhilash Nediyalil Abraham
B.B.A, LL.B, F.C.S, DARB (ICSI)
Practising Company Secretary
M.No. F10876, C.P. No.14524
Bldg No. 46/2504-B, Haritha Road,
Vennala, Kochi – 682028

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Nitta Gelatin India Limited
CIN: L24299KL1975PLC002691
Nitta Center, SBT Avenue, Panampilly Nagar,
Ernakulam - 682 036.

I have examined relevant records of Nitta Gelatin India Limited ("the Company") for the purpose of certifying compliance of conditions of Corporate Governance as per Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for the financial year ended 31st March, 2025. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

My examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company. It is neither an audit nor an expression of opinion on the financial statement of the Company.

On the basis of my examination of the records produced, explanation and information furnished, I certify that the Company has complied with conditions of Corporate Governance as per Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for the financial year ended 31st March, 2025.

UDIN: F010876G000023746
M.No. F10876 C.P. No.: 14524
Unique Code No. I2015KE2046800
PR No. 6484/2025
Date : 04/04/2025
Place: Kochi

Sd/-
Abhilash Nediyalil Abraham
B.B.A, LL.B, F.C.S, DARB (ICSI)
Practising Company Secretary
M.No. F10876, C.P. No.14524
Bldg No. 46/2504-B, Haritha Road,
Vennala, Kochi – 682028

Independent Auditor's Report

To the Members of Nitta Gelatin India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Nitta Gelatin India Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone 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 standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('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 2025, 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules 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.

Key Audit Matters

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

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matters</th></tr>
<tr><td>
(a) Provisions and contingent liabilities relating to litigations
(refer note 3.31 of the accompanying standalone financial statements):
Following are the significant matters relating to litigations that are outstanding as at 31 March 2025:
i. Customs duty: ₹ 1819.66 Lakhs
ii. Other matters: ₹ 707.46 Lakhs
The eventual outcome of these legal proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Company’s reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management.
Key judgements are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations.
Considering the degree of judgement, significance of the amounts involved, inherent high estimation uncertainty and reliance on external legal and tax experts, this matter has been identified as a key audit matter for the current year audit.
</td><td>
Our audit work included, but was not limited to the following procedures:
• Obtained an understanding of the management process for:
- identification of legal and tax matters initiated against the Company,
- assessment of accounting treatment for each such litigation identified under Ind AS 37 accounting principles, and - measurement of amounts involved.
• Evaluated the design and tested the operating effectiveness of key controls around above process.
• Obtained an understanding of the nature of litigations pending against the Company and discussed the key developments during the year for key litigations with the management and respective legal counsels handling such cases on behalf of the Company. Tested the independence, objectivity and competence of such management experts involved.
• On a sample basis, obtained and reviewed the necessary evidence which includes correspondence with the external legal counsels and where necessary, inspected minutes of case proceedings available in public domain, to support the decisions and rationale for creation of provisions and/ or disclosure of contingent liabilities in respect of each such litigation selected for testing.
• Obtained confirmations directly from the external legal counsels to confirm management’s assessment of outstanding litigation and asserted claims.
• Reviewed each attorney response obtained as above to ensure that the conclusions reached are supported by sufficient legal rationale and adequate information is included for the management to determine the appropriate accounting treatment of such cases in the financial statements.
• Assessed the appropriateness of methods used, and the reliability of underlying data for the underlying calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations.
• Involved our tax specialists to assess the Company’s interpretation and application of relevant tax laws to evaluate the appropriateness of key assumptions used and the reasonableness of estimates in relation to uncertain tax positions, taking into account past precedents.
• Evaluated the disclosures made under provisions and contingent liability for their appropriateness in accordance with the applicable accounting standards.
</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matters
(b) Impairment assessment of the carrying value of Property, Plant and Equipment at Reva Division: (refer note 3.01 of the accompanying standalone financial statements) As at 31 March 2025, the Company is carrying Property, Plant and Equipment at Reva Division ('PPE') aggregating to ₹ 3,526.92 Lakhs in its financial statements, which is considered to be a separate cash generating unit (CGU'). These balances are subject to a test of impairment by the management in accordance with Ind AS 36, Impairment of Assets (Ind AS 36') in the current year as the management had identified impairment indicators in prior years as explained in note 3.01(e) to the accompanying financial statements. The Company has engaged external valuation expert to determine recoverable value of the PPE using discounted cash flow method which involves significant management judgement and high estimation uncertainty relating to future cash flow projections using assumptions relating to budgeted revenue, operating margins, growth rates and appropriate discount rate. As mentioned in note 3.01(e) to the standalone financial statements, based on aforesaid impairment testing of the carrying value of PPE carried out by the management as at 31 March 2025, no provision is required to be carried in the books against such assets as the recoverable value of the CGU exceeds its carrying value and the entire provision of ₹ 531.95 Lakhs has been reversed during the current year. Considering the materiality of the amounts involved, significant judgement and high estimation uncertainty in determining the recoverable value of such PPE, this matter has been identified as a key audit matter in the current year audit.	Our audit work included, but was not restricted to, the following procedures: • Obtained an understanding of the management process and performed a walkthrough to evaluate design effectiveness and tested operating effectiveness of key controls around identification of impairment indicators, impairment testing of property plant and equipment which include identification of cash generating units at which level such impairment testing is required to be performed. • Obtained the business plans of the Reva Division of the Company for the identified cash-generating unit, to corroborate the future cash flows used in value-in-use determination. • Obtained the impairment analysis carried out by the management and report from valuation specialist engaged by the management. Tested the assumptions used for determination of value-in-use of the cash generating unit. • Engaged the auditor's expert to assess the reasonableness of the valuation conducted by the management's expert. • Performed sensitivity analysis in respect of the key assumptions used, including revenue growth rates, cost reduction targets and discount rate to verify appropriateness of such assumptions. • Compared the actual results of estimates made in prior period to assess accuracy of management's estimates. • Assessed appropriateness of the disclosures made by the management for impairment assessment of carrying value of PPE.

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

6. 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 standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying standalone 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 standalone 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.
8. In preparing the standalone 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.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 standalone financial statements.
11. 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. 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.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and

to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

15. 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.
16. 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 I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, 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 standalone financial statements;
    b) Except for the matters stated in paragraph 17(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 standalone financial statements dealt with by this report are in agreement with the books of account;
    d) In our opinion, the aforesaid standalone 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 2025 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 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(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 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II 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 3.31 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
        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 2025;
        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 2025;
        iv.
            a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 3.43.1(c) to the standalone 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 3.43.1(c) to the standalone 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 2025 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.

As stated in note 3.41 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 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.

vi. As stated in note 3.47 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2024, 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.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software SAP ERP to log any direct data changes, used for maintenance of all accounting records by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature at database level.	The accounting software used for maintenance of retail sales 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

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAC6544

Chennai
2 May 2025

Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the standalone financial statements for the year ended 31 March 2025

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 property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(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 3.01 to the standalone financial statements, are held in the name of the Company. For title deeds of immovable properties in the nature of land situated at Koratty, Thrissur, Kerala with gross carrying values of ₹ 188.38 lakhs as at 31 March 2025, 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.

(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. 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.

(b) As disclosed in note 3.43.2 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 500 lakhs by banks based on the security of current assets. The quarterly returns, in respect of the working capital limits have been filed by the Company with such banks such returns are in agreement with the books of account of the Company for the respective periods which were subject to review, except for the following:

(₹ in Lakhs)

<table>
<tr><th>Name of the Bank</th><th>Working capital limit sanctioned</th><th>Nature of current assets offered as security</th><th>Quarter</th><th>Information disclosed as per return (a)</th><th>Information as per books of accounts (b)</th><th>Difference (a-b)</th></tr>
<tr><td>State Bank of India</td><td>4,530</td><td rowspan="5">Inventories (net of trade payables)</td><td rowspan="5">June 2024</td><td rowspan="5">7,930.06</td><td rowspan="5">7,441.43</td><td rowspan="5">488.63</td></tr>
<tr><td>Standard Chartered Bank</td><td>1,000</td></tr>
<tr><td>Mizuho Bank</td><td>1,000</td></tr>
<tr><td>Sumitomo Mitsui Banking Corporation</td><td>1,600</td></tr>
<tr><td>HDFC Bank</td><td>1,200</td></tr>
</table>

Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the standalone financial statements for the year ended 31 March 2025

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

Particulars	Loans (₹ in Lakhs)
Aggregate amount provided/granted during the year (₹): - Others (employees)	6.10
Balance outstanding as at Balance Sheet date (₹): - Others (employees)	11.89

(b) The Company has not made any investment, provided any guarantee or given any security or granted any advances in the nature of loans during the year. In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of all loans 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 or advances in the nature of loans granted to such companies, firms, LLPs or other parties.

(e) The Company has not granted any loans or advances in the nature of loans which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans/ advances in nature of loan that existed as at the beginning of the year.

(f) The Company has not granted any loan or advance in the nature of loan, which is 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 only in respect of specified products of the Company. For such products, 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 under the aforesaid section, 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, income-tax, sales-tax, service tax, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though duty of customs have not generally been regularly deposited with the appropriate authorities and there has been significant delay in one case. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the standalone financial statements for the year ended 31 March 2025

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Customs Act, 1962	Customs duty	148.70	Various years	Various dates	-	-

(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:

Name of the statute	Nature of dues	Gross Amount (₹ in Lakhs)	Amount paid Under Protest (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income-tax Act, 1961	Income tax	362.84	95.74	AY 2009-10 to 2018-19	Commissioner of Income Tax (Appeals)	-
Central Excise Act, 1944	Central excise	7.21	0.36	FY 2010-11 to 2012-13	Customs, Excise and Service Tax Appellate Tribunal	-
Customs Act, 1962	Custom duty	1819.66	65.78	FY 2011-12 to FY 2016-17	High Court of Kerala	-
Finance Act, 1994	Service tax	42.96	1.57	FY 2010-11 to 2012-13	Commissioner (Appeals)	-
Finance Act, 1994	Interest on service tax demands	45.81	-	FY 2010-11 to 2012-13	Commissioner (Appeals)	-
Central Excise Act, 1944	Central excise	123.13	-	FY 2016-17 and 2017-18	Commissioner of Central Tax and Central Excise (Appeals)	-
Goods and Service Tax Act, 2017	Goods and service tax	66.74	-	FY 2018-19	Additional commissioner (Appeals), SGST, Vadodara, Gujarat	-
Goods and Service Tax Act, 2017	Goods and service tax	70.06	-	FY 2018-19	Commissioner (Appeals), SGST, Kochi, Kerala	-

(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 confirmations received from banks and 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, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.

(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 Core Investment Company.

(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 standalone 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 standalone 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

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAC6544

Chennai
2 May 2025

Annexure II to the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the standalone financials statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone 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 standalone financial statements of Nitta Gelatin India Limited ('the Company') as at and for the year ended 31 March 2025, 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 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 on Audit of Internal Financial Controls Over Financial Reporting ('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.

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

8. 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 2025, 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 issued by the ICAI.

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

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAC6544

Chennai
2 May 2025

Nitta Gelatin India Limited

Standalone Balance Sheet as at 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3.01	10,990.11	10,533.59
(b) Capital work-in-progress	3.01	1,907.93	787.88
(c) Intangible assets	3.02	70.99	72.38
(d) Financial assets			
(i) Investments	3.03	461.42	460.47
(ii) Loans	3.04	6.70	6.79
(iii) Other financial assets	3.05	399.97	375.01
(e) Income tax assets (net)		1,128.05	1,189.87
(f) Other non-current assets	3.06	2,076.55	1,256.39
Total Non-current Assets		**17,041.72**	**14,682.38**
Current Assets			
(a) Inventories	3.07	9,182.53	9,095.08
(b) Financial assets			
(i) Trade receivables	3.08	9,471.39	7,825.46
(ii) Cash and cash equivalents	3.09	10,369.76	3,015.85
(iii) Bank balances other than cash and cash equivalents	3.10	2,177.97	4,122.73
(iv) Loans	3.04	5.19	4.03
(v) Other financial assets	3.05	238.71	123.92
(c) Other current assets	3.06	667.23	1,124.67
Total Current Assets		**32,112.78**	**25,311.74**
Total Assets		**49,154.50**	**39,994.12**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	3.11	907.92	907.92
(b) Other equity	3.12	38,327.42	30,653.29
Total Equity		**39,235.34**	**31,561.21**
LIABILITIES			
Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	3.13	421.56	409.12
(b) Provisions	3.17	95.60	77.02
(c) Deferred tax liabilities (net)	3.14	635.71	456.63
Total Non-current Liabilities		**1,152.87**	**942.77**
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	3.13	4,100.19	2,308.70
(ii) Trade payables			
a) Total outstanding dues of micro and small enterprises	3.15	279.89	650.91
b) Total outstanding dues of creditors other than micro and small enterprises	3.15	2,262.22	2,322.06
(iii) Other financial liabilities	3.16	649.86	560.10
(b) Other current liabilities	3.18	676.28	747.93
(c) Provisions	3.17	79.81	118.08
(d) Current tax liabilities (net)		718.04	782.36
Total Current Liabilities		**8,766.29**	**7,490.14**
Total Equity and Liabilities		**49,154.50**	**39,994.12**

See accompanying notes forming part of these standalone financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN: 10607119

E. Nandakumar
Director
DIN: 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited
Standalone Statement of Profit and Loss for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
INCOME			
Revenue from operations	3.19	52,744.84	47,297.20
Other income	3.20	997.83	1,666.64
Total income		**53,742.67**	**48,963.84**
EXPENSES			
Cost of materials consumed	3.21	24,569.45	21,054.28
Changes in inventories of finished goods and work-in-progress	3.22	(236.21)	(761.86)
Employee benefits expense	3.23	4,996.11	4,682.27
Finance costs	3.24	205.70	233.49
Depreciation and amortisation expenses	3.25	1,323.39	1,408.38
Other expenses	3.26	13,116.60	11,359.35
Total expenses		**43,975.04**	**37,975.91**
Profit before exceptional items and tax		**9,767.63**	**10,987.93**
Exceptional items	3.26.1	1,200.36	-
Profit before tax		**10,967.99**	**10,987.93**
Tax expense			
Current tax	3.36	2,555.52	2,424.61
Income tax relating to earlier years		12.01	44.87
Deferred tax charge		179.74	269.95
Profit for the year		**8,220.72**	**8,248.50**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss:			
a) Re-measurement gain/(loss) on defined benefit plans		33.44	(14.03)
Income tax relating to item that will not be reclassified to profit or loss		(8.42)	3.53
		25.02	**(10.50)**
b) Measurement of financial assets through other comprehensive income		0.95	9.64
Income tax relating to item that will not be reclassified to profit or loss		(0.20)	(2.00)
		0.75	**7.64**
Net of items that will not be reclassified subsequently to profit or loss:		**25.77**	**(2.86)**
Items that will be reclassified subsequently to profit or loss:			
a) (Loss) / gain recognised on cash flow hedges		(36.90)	2.93
Income tax relating to items that will be reclassified to profit or loss		9.29	(0.74)
Net of items that will be reclassified subsequently to profit or loss:		**(27.61)**	**2.19**
Total other comprehensive loss, net of tax		**(1.84)**	**(0.67)**
Total comprehensive income for the year		**8,218.88**	**8,247.83**
Earnings per equity share (₹ per share)			
Basic	3.27	**90.54**	**90.85**
Diluted	3.27	**90.54**	**90.85**

See accompanying notes forming part of these standalone financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN: 10607119

E. Nandakumar
Director
DIN: 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited

Standalone Statement of Cash Flows for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flows from operating activities			
Profit before tax		**10,967.99**	**10,987.93**
Adjustments for:			
Depreciation and amortisation expense	3.01	1,323.39	1,408.38
(Gain)/ loss on disposal of property, plant and equipment (net)		(610.02)	51.28
Finance costs	3.24	205.70	233.49
Interest income	3.20	(665.40)	(182.71)
Dividend income from non-current investments	3.20	(1.35)	(700.00)
Liabilities/provision no longer required written back		(642.55)	(0.24)
Unrealised foreign exchange gain (net)		(41.36)	(12.07)
Operating profit before working capital changes		**10,536.40**	**11,786.06**
Adjustments for working capital changes:			
Increase in trade receivables, other financial assets and other current assets		(1,471.97)	(492.74)
Increase in inventories	3.07	(87.45)	(593.63)
(Decrease)/ increase in trade payables, other financial liabilities and other current liabilities		(352.18)	202.17
Increase/(decrease) in provisions		13.75	(200.82)
Cash generated from operations		**8,638.55**	**10,701.04**
Income taxes paid (net of refund)		(2,570.03)	(2,755.32)
Net cash generated from operating activities - (A)		**6,068.52**	**7,945.72**
B. Cash flows from investing activities			
Payments for purchase of property, plant and equipment,capital work-in-progress and intangible assets		(3,442.42)	(1,230.34)
Proceeds from disposal of property, plant and equipment		1,029.17	18.17
Decrease/(increase) in other bank balances with maturity more than three months		1,942.62	(4,069.62)
Interest received	3.20	665.40	170.19
Dividend received	3.20	1.35	700.00
Net cash generated from / (used in) investing activities - (B)		**196.12**	**(4,411.60)**
C. Cash flows from financing activities			
Repayment of non-current borrowings		-	(278.83)
Proceeds/(repayments) of current borrowings (net)		1,825.13	(322.33)
Dividend paid		(542.61)	(679.40)
Interest paid		(193.25)	(237.91)
Net cash generated from / (used in) financing activities - (C)		**1,089.27**	**(1,518.47)**
Net increase in cash and cash equivalents - (A+B+C)		**7,353.91**	**2,015.65**
Cash and cash equivalents at beginning of the year		**3,015.85**	**1,000.20**
Cash and cash equivalents at the end of the year		**10,369.76**	**3,015.85**
Net increase in cash and cash equivalents		**7,353.91**	**2,015.65**
Components of cash and cash equivalents (Refer Note 3.09)			
a) Cash on hand		1.40	2.20
b) Balance with banks :			
- in current accounts		99.81	293.41
- in deposit accounts with a maturity of less than three months		10,268.55	2,720.24
		10,369.76	**3,015.85**

The above Standalone Statement of Cash Flows has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard 7 (Ind AS 7) - Statement of Cash Flows.
See accompanying notes forming part of these standalone financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN: 10607119

E. Nandakumar
Director
DIN: 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited

Standalone Statement of Changes in Equity for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

A. Equity share capital

	Number (in Lakhs)	Amount
As at 1 April 2023	**90.79**	**907.92**
Add: issued and subscribed during the year	-	-
As at 31 March 2024	**90.79**	**907.92**
Add: issued and subscribed during the year	-	-
As at 31 March 2025	**90.79**	**907.92**

Reconciliation for instruments entirely equity in nature

Particulars	As at 1 April 2024	Changes in equity share capital due to prior period errors	Restated balance as at 1 April 2024	Changes in equity share capital during the current year	As at 31 March 2025
Equity share capital	907.92	-	907.92	-	907.92

Reconciliation for instruments entirely equity in nature

Particulars	As at 1 April 2023	Changes in equity share capital due to prior period errors	Restated balance as at 1 April 2023	Changes in equity share capital during the current year	As at 31 March 2024
Equity share capital	907.92	-	907.92	-	907.92

B. Other equity

	Equity component of compound financial instruments	Reserves and Surplus						Items of other comprehensive income/(loss)			Total
		Securities premium	Retained earnings	Capital redemption reserve	Special export reserve	Capital reserve due to merger	General reserve	Effective portion of Cash flow hedges	Equity instruments through other comprehensive income	Other items of other comprehensive income / (loss)	
Balance as at 1 April 2024	**984.43**	**2,895.90**	**14,796.85**	**1,580.00**	**79.00**	**2,750.62**	**7,836.64**	**2.19**	**23.84**	**(296.18)**	**30,653.29**
Profit for the year	-	-	8,220.72	-	-	-	-	-	-	-	**8,220.72**
Other comprehensive (loss) / income	-	-	-	-	-	-	-	(27.61)	0.75	25.02	**(1.84)**
Transactions with owners of the Company											
Dividend paid during the year	-	-	(544.75)	-	-	-	-	-	-	-	**(544.75)**
Balance as at 31 March 2025	**984.43**	**2,895.90**	**22,472.82**	**1,580.00**	**79.00**	**2,750.62**	**7,836.64**	**(25.42)**	**24.59**	**(271.16)**	**38,327.42**
Balance as at 1 April 2023	**984.43**	**2,895.90**	**7,229.29**	**1,580.00**	**79.00**	**2,750.62**	**7,836.64**	**-**	**16.20**	**(285.68)**	**23,086.40**
Profit for the year	-	-	8,248.50	-	-	-	-	-	-	-	**8,248.50**
Other comprehensive (loss) / income	-	-	-	-	-	-	-	2.19	7.64	(10.50)	**(0.67)**
Transactions with owners of the Company											
Dividend paid during the year	-	-	(680.94)	-	-	-	-	-	-	-	**(680.94)**
Balance as at 31 March 2024	**984.43**	**2,895.90**	**14,796.85**	**1,580.00**	**79.00**	**2,750.62**	**7,836.64**	**2.19**	**23.84**	**(296.18)**	**30,653.29**

See accompanying notes forming part of these standalone financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN: 10607119

E. Nandakumar
Director
DIN: 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

1. General Information:
Nitta Gelatin India Limited ('the Company'/ 'NGIL'), a public limited company, operates in the business of manufacture and sale of ossein, gelatin and collagen peptide. The Company's(CIN:L24299KL1975PLC002691) shares are listed for trading on BSE Limited in India. The address of the Registered office of the Company is Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam, Kerala, India, 682036.

These financial statements are authorised by the Board of Directors for issue in accordance with their resolution dated 2 May 2025.

2. Summary of material accounting policies

a) Basis of accounting and preparation and statement of compliance
These financial statements are the separate financial statements of the Company (also called standalone financial statements), prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and the presentation and disclosures requirement of Division II of Schedule III to the Act (Ind AS compliant Schedule III), as applicable and the guidelines issued by the Securities and Exchange Board of India.

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, except for certain financial assets and financial liabilities (including derivative instruments) that are measured at fair values at the end of each reporting period as explained in the accounting policies below.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Lakhs, except when otherwise indicated.

The accounting policies have been applied consistently over all the periods presented in this financial statements except where newly issued accounting standard is initially adopted.

The financial statements for the year ended 31 March 2025 were authorized and approved for issue by the Board of Directors on 02 May 2025. The revision to financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

b) Use of estimates
The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Company bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Significant management judgements
The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the amounts recognized in the financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i. Classification of leases
The Company enters into leasing arrangements for some assets. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the land and office premises and the fair value of the asset, that it does not retain significant risks and rewards of ownership of the land and the office premises and accounts for the contracts as operating leases. Further, refer note no. 3.35, for effect of transition to Ind AS 116 and other disclosures relating to leases.

ii. Recognition of deferred tax assets
The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

b) Use of estimates *(cont'd)*

required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

iii. Evaluation of indicators for impairment of assets
The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

iv. Provisions and contingencies
A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Contingent liabilities are not recognised but are disclosed in notes to accounts.

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

vi. Defined benefit obligation (DBO)
Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, 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.

vii. Fair value measurements
Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

viii. Recoverability of advances/receivables
At each Balance Sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

c) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months.

Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

d) Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

For qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy based on Ind AS 23, Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The Company depreciates property, plant and equipment (other than service equipment) over their estimated useful lives using the written down value method. Depreciation on service equipment and other items of property, plant and equipment is provided on straight line Method based on the useful lives prescribed in Schedule II of the Companies Act, 2013 and based on a review by the management at the year-end.

Asset Category	Useful lives (in years)
Factory Building	30
Office Building	60
Plant and Equipment	5 to 25
Furniture and Fixtures	10
Office equipment	5
Vehicles	8

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares/major inspection relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

e) Intangible assets

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Balance Sheet date are disclosed as other non-current assets and the cost of intangible assets not ready for their intended use before such date are disclosed as intangible assets under development.

The Company amortise intangible assets over their estimated useful lives using the written down value method. The estimated useful lives of assets are as follows:

Asset Category	Useful lives (in years)
Computer software	5

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of amortisation of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If, at the reporting date there is an indication that 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

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

accordingly reversed in the Statement of Profit and Loss.

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

g) Revenue recognition

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflect the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price, net of variable consideration and excluding taxes or duties collected on behalf of the government. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

i. Sale of goods

Revenue from the sale of goods is recognized when the control on the goods have been transferred to the customers. The performance obligation in case of sale of goods is satisfied at a point of time, i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

ii. Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "other income" in the Statement of Profit and Loss. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

iii. Export Incentives

Income from export incentives are recognised when the right to receive credit as per the terms of the scheme is established and when there is certainty of realisation.

iv. Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

v. Rental income

Rental income arising from operating leases is accounted for over the lease terms and is included in other income in the Statement of Profit or Loss.

h) Employee benefits

Employee benefits include superannuation, provident fund, employee state insurance scheme, gratuity and compensated absences. Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee benefits.

Defined contribution plan

Retirement benefit in the form of provident fund and employee state insurance scheme is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and employee state insurance scheme. The Company recognises contribution payable to the schemes as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Company has defined contribution plans for employees comprising of Superannuation Fund, Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year.

Defined benefit plan:

Gratuity

Payment of Gratuity to employees is covered by the KCPL Gratuity Trust Scheme based on the Group Gratuity cum Assurance Scheme of the LIC of India, which is a defined benefit scheme and the Company make contributions under the said scheme. The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets (if any). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

(All amounts are in ₹ Lakhs, unless otherwise stated)

h) Employee benefits *(cont'd)*

Long term employee benefits:

Compensated absences

The Company provides benefit of compensated absences under which unavailed leave are allowed to be accumulated to be availed in future. The compensated absences comprises of vesting as well as non vesting benefit. The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method.

The present value of the defined benefit obligation denominated in ₹ 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.

Service and interest cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

i) Foreign currency transactions

i. Functional and presentation currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees (₹).

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit or Loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

j) Inventories

Inventories are valued at lower of cost or net realisable value, item wise. For this purpose, the cost of bought-out inventories comprise of the purchase cost of the items, net of applicable tax/ duty credits and cost of bringing such items into the factory on a weighted average basis. The cost of manufactured inventories comprises of the direct cost of production plus appropriate overheads. The net realisable value of bought out inventories is taken at their current replacement value.

k) Research and development

Revenue expenditure (net of recoveries) pertaining to research is charged to the Statement of Profit and Loss in the year in which it is incurred. Costs of development of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises of expediture that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Property, plant and equipment utilised for research and development are capitalised and depreciated in accordance with the policies stated for property, plant and equipment.

l) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants for non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

m) Investments in subsidiaries

The Company's investment in equity instruments in subsidiaries are accounted for at cost. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

n) Income taxes

Income tax expense comprises current and deferred income tax. Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is recognised on temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Company offsets deferred tax assets and deferred tax liabilities, if a legally enforceable right exists to setoff the current income tax asset against current income tax liabilities and the deferred taxes relate to the same taxation entity and the same taxation authority.

o) Provisions and contingencies

i. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

ii. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed 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 is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

p) Financial instruments

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Debt instruments at amortised cost;

ii. Debt instruments at fair value through other comprehensive income (FVOCI);

iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL); and

iv. Equity investments.

i. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met: a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instrument at FVOCI

A 'debt instrument' is classified as at the FVOCI if both of the following criteria are met:

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

b) The asset's contractual cash flows represent SPPI. Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

p) Financial instruments (cont'd)

iii. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

iv. Equity investments

All equity investments in scope of Ind AS 109, Financial instruments, are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103, Business combinations, applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:a. The rights to receive cash flows from the asset have expired, or

b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement ₹ and either (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

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

i. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated

(All amounts are in ₹ Lakhs, unless otherwise stated)

p) Financial instruments *(cont'd)*

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

ii. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains / loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

iii. Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. This category generally applies to borrowings. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

iv. Financial guarantee contracts

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

Derecognition of financial liabilities

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

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks arising from highly probable future forecasted foreign currency receivables. This derivative financial instrument are designated in a cash flow hedge relationship. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the Statement of Profit and Loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss and is reclassified to underlying hedged item. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs.

q) 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 difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward looking information to calculate the expected credit losses using a provision matrix.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

r) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

Level 2 - Valuation techniques for which the lowest

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

level input that is significant to the fair value measurement is directly or indirectly observable

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

s) Cash and cash equivalents

Cash and cash equivalent in the statement of financial position comprises of cash at banks and on hand, demand deposits, short-term deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value.

t) Dividend Distribution to Equity holders of the Company

Dividend to the companies equity shareholders are recognized when the dividends are approved for payment by the shareholders.

u) Earnings per share (EPS)

Basic EPS 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. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

v) Recent accounting pronouncements

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to their nature or incidence.

w) Recent accounting pronouncements

The Ministry of Corporate Affairs notifies new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. Following are the amendments which are effective from 1 April 2024:

<u>(i) Amendments to Ind AS 116 - Lease liability in a sale and leaseback</u>

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains.

<u>(ii) Introduction of Ind AS 117</u>

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all ““insurance contracts”” regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's standalone financial statements.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.01 Property, plant and equipment (PPE) & Capital work-in-progress

	Freehold land	Right of use asset Leasehold land	Building	Plant & equipment	Furniture and fixtures	Office equipment	Vehicles	Total PPE	Capital work-in-progress
Gross carrying amount									
Balance as at 1 April 2023	**442.04**	**1,152.06**	**3,677.15**	**14,067.21**	**93.20**	**204.41**	**95.56**	**19,731.63**	**654.65**
Additions	-	0.12	166.86	911.01	8.81	58.91	30.73	1,176.44	436.03
Disposals	-	-	(4.22)	(353.53)	(0.72)	(10.85)	-	(369.32)	(302.80)
Balance as at 31 March 2024	**442.04**	**1,152.18**	**3,839.79**	**14,624.69**	**101.29**	**252.47**	**126.29**	**20,538.75**	**787.88**
Additions	-	-	345.37	1,065.28	34.09	60.02	103.69	1,608.45	1,594.04
Disposals	(253.66)	-	(249.90)	(250.55)	(5.24)	(45.37)	(44.27)	(848.99)	(473.99)
Balance as at 31 March 2025	**188.38**	**1,152.18**	**3,935.26**	**15,439.42**	**130.14**	**267.12**	**185.71**	**21,298.21**	**1,907.93**
Accumulated depreciation and impairment									
Balance as at 1 April 2023	**-**	**152.99**	**1,518.21**	**7,037.91**	**58.15**	**148.83**	**32.54**	**8,948.63**	**-**
Depreciation charge for the year (refer note 3.25)	-	12.07	184.99	1,082.19	9.43	43.32	24.41	1,356.41	-
Disposals	-	-	(1.22)	(287.96)	(0.68)	(10.02)	-	(299.88)	-
Balance as at 31 March 2024	**-**	**165.06**	**1,701.98**	**7,832.14**	**66.90**	**182.13**	**56.95**	**10,005.16**	**-**
Depreciation charge for the year (refer note 3.25)	-	12.07	188.55	983.66	9.91	47.46	35.53	1,277.18	-
Impairment loss reversal (refer note e below)	-	-	-	(531.95)	-	-	-	(531.95)	-
Disposals	-	-	(179.23)	(189.34)	(4.89)	(42.83)	(26.00)	(442.29)	-
Balance as at 31 March 2025	**-**	**177.13**	**1,711.30**	**8,094.51**	**71.92**	**186.76**	**66.48**	**10,308.10**	**-**
Net carrying amount									
As at 31 March 2024	**442.04**	**987.12**	**2,137.81**	**6,792.55**	**34.39**	**70.34**	**69.34**	**10,533.59**	**787.88**
As at 31 March 2025	**188.38**	**975.05**	**2,223.96**	**7,344.91**	**58.22**	**80.36**	**119.23**	**10,990.11**	**1,907.93**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Note:

a. **Contractual obligations**

Refer note 3.32.

b. Property, plant and equipment and Capital work-in-progress pledged as security

Refer note 3.28.

c. The gross carrying value, accumulated depreciation and net carrying value as at 31 March 2025 and 31 March 2024 include the assets of M/s Reva Proteins Limited, erstwhile subsidiary company, ('the Transferor company') which was merged with the Company w.e.f. 1 April 2017 as per the orders of the National Company Law Tribunal, Chennai dated 27 March 2019. The carrying value of assets and liabilities of the Transferor company as of 1 April 2017 was taken over and included in the values of assets and liabilities of the Company.

d. Additions to plant and equipment include research & development assets capitalised during the year ₹ 4.69 Lakhs (31 March 2024: ₹ 9.89 Lakhs) (refer note 3.26.2)

e Performance of the plant in Reva Division, Bharuch of the Company is reported as a cost centre for products used captively for manufacture of Gelatin and profit centre for products sold to external customers (including Group Company). The management was not utilising the installed capacity in full due to higher manufacturing cost and a provision for impairment amounting to ₹ 531.95 Lakhs was created during previous years based on impairment testing carried out then in the manner prescribed in Ind AS 36. Due to increase in manufacturing activity, the unit has started generating sustainable positive cash flows from these identifiable group of assets . The management has performed an impairment assessment and concluded that the recoverable value of this cash generating unit exceeds its carrying value as on 31 March 2025 and hence no provision is required to be carried in books. Accordingly, provision for impairment amounting to ₹ 531.95 Lakhs has been reversed during the current year and such reversal of provision is presented as an exceptional item in the Statement of Profit and Loss for the year ended 31 March 2025.

f Right of Use Asset includes "Leasehold land" which represents land obtained on long term lease from various Government authorities.

3.01.01 Capital work-in-progress (CWIP)

CWIP ageing schedule

CWIP	Amount in CWIP as at 31 March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,499.54	394.39	7.26	6.74	1,907.93
Projects temporarily suspended	-	-	-	-	-

CWIP	Amount in CWIP as at 31 March 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	383.78	224.33	176.71	3.06	787.88
Projects temporarily suspended	-	-	-	-	-

There are no capital work-in-progress which are overdue or has exceeded the costs compared to its original plan as at 31 March 2025 or 31 March 2024

3.02 Intangible assets

	Software
Gross carrying amount:	
Balance as at 1 April 2023	**204.55**
Additions	38.58
Balance as at 31 March 2024	**243.13**
Additions	45.15
Disposals	8.33
Balance as at 31 March 2025	**279.95**
Accumulated amortisation	
Balance as at 1 April 2023	**118.78**
Amortisation for the year (refer note 3.25)	51.97
Balance as at 31 March 2024	**170.75**
Amortisation for the year (refer note 3.25)	46.21
Disposals	8.00
Balance as at 31 March 2025	**208.96**
Net carrying amount	
As at 31 March 2024	**72.38**
As at 31 March 2025	**70.99**

Note:

Contractual obligations

There are no contractual obligations for the acquisition of intangible assets.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
3.03 Investments		
Non-current		
a) Investments in Equity Instruments		
At FVOCI, Quoted #		
(a) 4,200 (4,200) Equity Shares of ₹ 1 each in State Bank of India, fully paid up	32.48	31.53
(b) 100 (100) Equity Shares of ₹ 10 each in Industrial Finance Corporation of India Limited, fully paid up	0.04	0.04
Total	**32.52**	**31.57**
Valued at cost, Unquoted		
Investment in subsidiary:		
(a) 3,500,000 (3,500,000) fully paid up Equity Shares of ₹ 10 each in Bamni Proteins Limited *	350.00	350.00
At FVTPL, Unquoted		
(a) 60,000 (60,000) fully paid up Equity Shares of ₹ 10 each in Kerala Enviro Infrastructure Limited	6.00	6.00
(b) 300,000 (300,000) fully paid up Equity Shares of ₹ 10 each in Seafood Park India Limited	31.50	31.50
(c) 50,000 (50,000) fully paid up Equity Shares of ₹ 10 each in Cochin Waste 2 Energy Private Limited	5.00	5.00
Less: Provision for impairment of investments	(5.00)	(5.00)
(d) 414,000 (414,000) fully paid up equity shares of ₹ 10 each in Narmada Clean Tech Limited	41.40	41.40
Total	**428.90**	**428.90**
Grand total	**461.42**	**460.47**
Aggregate amount of quoted investments	32.52	31.57
Aggregate market value of quoted investments	32.52	31.57
Aggregate amount of unquoted investments	433.90	433.90
Aggregate amount of impairment in value of investments	(5.00)	(5.00)

*The Maharashtra State Pollution Control Board ("MPCB") vide their closure order dated 13 March 2024 had directed the subsidiary company, Bamni Proteins Limited ("subsidiary") to stop the manufacturing activities at its factory in Bamni village, Chandrapur district, Maharashtra citing failure to comply with certain pollution control norms and conditions for the discharge of treated effluent by the unit as stipulated in the 'consent to operate' letter issued by them. The subsidiary had stopped its manufacturing activities upon receipt of closure order. The management of the subsidiary believes that it has complied with all applicable norms stipulated in the consent to operate letter and the same was communicated to MPCB. The management of subsidiary also requested MPCB for an in-principle approval to lay a pipeline for the discharge of treated effluent water to a nearby river which has been declined by the MPCB vide its letter dated 30 April 2024. In the absence of technically and economically viable solution for resuming operations of the subsidiary's manufacturing activities on a sustainable basis, the Board of Directors of the subsidiary in their meeting held on 9 May 2024 decided to permanently close the manufacturing unit/factory of the Company by 25 July 2024. Accordingly, the Board of Directors of the subsidiary based on their assessment, had concluded that the subsidiary has ceased to be a going concern and the financial statements of the subsidiary were prepared on other than going concern basis, whereby, the assets are carried at lower of cost or estimated net realizable values and the liabilities are carried at their estimated settlement values.

The subsidiary had recognised ₹ 337.58 Lakhs towards provision for employee benefits which includes notice period salary to administrative staff as per terms of employment and notice pay wages and retrenchment compensation to workers during the year ended 31 March 2024. During the current year, dues accrued as above were transferred to the bank accounts of employees based on notice of termination served on employees of the subsidiary. Further, on account of compliance by the subsidiary with relevant regulations, MPCB has issued a restart order vide its order dated 2 August 2024.The subsidiary had also received a legal opinion that it had complied with relevant labour laws in connection with the closure which was also affirmed by the Industrial Court Chandrapur upon its reference. The valuation of fixed assets has been benchmarked to the Government guidance value for stamp duty purposes.

The management of the subsidiary company was continuing its efforts in terms of finding a technically and financially feasible solution for restarting operations for which studies were ongoing in consultation with external technical agencies. Subsequent to year ended 31 March 2025, such studies have been completed and the management is of the view that any suggested process would involve substantial capital expenditure in addition to operating expenses considering the volume of effluent that needs to be handled based on the subsidiary's scale of operations. The management of the subsidiary has initiated discussions with its promoters, NGI Inc. Japan on the future of subsidiary's operations, given the implications on the entire supply chain. However, as on date, the management and Board of Directors of the subsidiary have concluded that the subsidiary continues to not being a going concern. Accordingly, the financial statements of the subsidiary used for the purpose of consolidation have been prepared on a basis other than going concern. Consequently, the Company's investment in the subsidiary has been tested for impairment by the management and noted that the subsidiary has a healthy financial position as on 31 March 2025. Accordingly, the management concluded that no impairment loss is required to be recognised in the Statement of Profit and Loss against the carrying value of the investment in subsidiary as on 31 March 2025.

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instruments as at FVOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Company's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2025	As at 31 March 2024
3.04	**Loans**		
	Non-current		
	(Unsecured, considered good)		
	Loan to employees	6.70	6.79
		6.70	**6.79**
	Current		
	(Unsecured, considered good)		
	Loan to employees	5.19	4.03
		5.19	**4.03**

The loans are given to employees at an interest rate which is aligned with the market rate of interest. There are no amounts which are overdue

		As at 31 March 2025	As at 31 March 2024
3.05	**Other financial assets**		
	Non-current		
	(Unsecured, considered good)		
	Security deposits	378.89	350.86
	Balances with banks - deposit accounts with remaining maturity period greater than 12 months	-	5.21
	Earmarked balances with banks for unpaid dividend**	21.08	18.94
		399.97	**375.01**
	Current		
	(Unsecured, considered good)		
	Security deposits	1.72	2.09
	Advances recoverable in cash or in kind #	86.80	90.10
	Hedge asset (foreign exchange forward contract)	-	2.93
	Others	150.19	28.80
		238.71	**123.92**

** There has been no delay in transfer of funds to Investor Education and Protection Fund.

** The balance as on 31 March 2025 is not due for deposit in the Investor Education and Protection Fund.

Represents salary advances given to employees in accordance with the employment policy

		As at 31 March 2025	As at 31 March 2024
3.06	**Other assets**		
	Non-current		
	(Unsecured, considered good)		
	i. Capital advance	723.31	52.74
	ii. Advances other than capital advances;		
	a. Other advances		
	Advance to suppliers	214.37	100.52
	Prepaid expenses	77.00	26.54
	iii. Others		
	Export incentive receivable [refer note (a) below]	989.80	1,004.52
	VAT refund receivable	6.28	6.28
	Deposit with Government authorities	65.79	65.79
	(Unsecured, considered doubtful)		
	Export incentive receivable[refer note (a),(b) and (c) below]	184.22	184.22
	Less: provision for doubtful receivable	(184.22)	(184.22)
		2,076.55	**1,256.39**
	Current		
	(Unsecured, considered good)		
	i. Advances other than capital advances;		
	Advances to suppliers and contractors	146.42	679.68
	Prepaid expenses	251.24	236.00
	ii. Others		
	Export incentive receivable / benefit (MEIS, RoDTEP & Advance authorisation)	269.57	208.99
		667.23	**1,124.67**

Export incentives receivable includes:

(a) Claims amounting to ₹ 208.18 Lakhs (31 March 2024: ₹ 208.18 Lakhs) under Duty Entitlement Pass Book (DEPB) Scheme recognised as income in earlier years. The Company had also availed Duty Drawback benefit for the corresponding periods amounting to ₹ 41.51 Lakhs (31 March 2024: ₹ 41.51 Lakhs). The Dy. Director General of Foreign Trade (DGFT) vide letter dated 3 October 2011 had informed the Company that the dual benefit of DEPB as well as Duty Drawback cannot be allowed and advised that either DEPB benefit or Duty Drawback on the export product may be availed. The Company has been legally advised that it is entitled to both benefits as per the relevant regulations, based

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

on which representations have been filed before higher authorities. During an earlier year, though the Grievance Committee of the Directorate General of Foreign Trade have heard the Company's grievance application and remanded the matter back to the original adjudicating authorities for re-examining and for issuing necessary clarification based on the provisions of Foreign Trade Policy, the DGFT has denied the benefit of DEPP on the underlying exports on some other technical grounds. During the previous year, the Company has filed a writ petition before the honourable High Court of Kerala against the orders of DGFT denying the benefits. Though the management is of the opinion that these claims are fully recoverable, provision of ₹ 113.14 Lakhs has been created in the accounts towards Duty Drawback claim for the relevant period as a matter of prudence.

(b) Claim for Duty Drawback on furnace oil consumed relating to earlier years amounting to ₹ 64.62 Lakhs (31 March 2024: ₹ 64.62 Lakhs) which has been decided against the Company by the division bench of the Hon'ble High Court of Kerala. The Company has sought further appeal before Hon'ble Supreme Court and although the Company is hopeful of favourable order, provision of ₹ 64.62 Lakhs has been created in respect of such disputed claims in the books of account as a matter of prudence.

(c) During the financial year ended 31 March 2022, Company had made a provision of ₹ 36.12 Lakhs towards All Industry Duty Drawback claims which were pending for clearance from customs department, out of which, Company received a claim amount of ₹ 29.66 Lakhs during prior years. Balance provision of ₹ 6.46 Lakhs is carried in the books of accounts as at 31 March 2025.

		As at 31 March 2025	As at 31 March 2024
3.07	**Inventories**		
	Raw materials	1,708.58	1,709.72
	Raw materials in-transit	6.23	159.10
	Work-in-progress	4,105.14	4,326.77
	Finished goods	2,653.47	2,195.63
	Stores and spares	628.17	618.38
	Packing materials	80.94	85.48
		9,182.53	**9,095.08**

Method of valuation of inventories- refer 2(j) of material accounting policies.
For inventories pledged as security, refer note 3.28.

		As at 31 March 2025	As at 31 March 2024
3.08	**Trade receivables**		
	Unsecured		
	Considered good	9,499.84	7,853.91
	Credit impaired	4.60	4.60
	Less: loss allowance	(33.05)	(33.05)
		9,471.39	**7,825.46**

Trade receivables ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	9,486.32	5.03	6.46	2.00	0.03	**9,499.84**
(ii) Disputed trade receivables – credit impaired	-	-	-	-	4.60	**4.60**
Less: loss allowance	-	-	-	-	-	**(33.05)**
Total trade receivables						**9,471.39**

Trade receivables ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	7,797.46	26.09	30.33	-	0.03	**7,853.91**
(ii) Disputed trade receivables – credit impaired	-	-	-	-	4.60	**4.60**
Less: loss allowance	-	-	-	-	-	**(33.05)**
Total trade receivables						**7,825.46**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days.
Presumption that there have been significant increase in credit risk since initial recognition when financial assets are more than 30 days past due, has been rebutted on the past experience of realisation of the debtors. There are no significant increase in credit risk at the reporting date.
No provision has been recognised in the current year for the balances associated with related parties. (31 March 2024: Nil)

		As at 31 March 2025	As at 31 March 2024
3.09	**Cash and cash equivalents**		
	Balance with banks		
	- In current accounts	99.81	293.41
	- In deposit accounts with original maturity less than 3 months	10,268.55	2,720.24
	Cash on hand	1.40	2.20
		10,369.76	**3,015.85**
3.10	**Bank balances other than cash and cash equivalents**		
	Balance with banks (with maturity more than three months but less than twelve months)		
	- In deposit accounts *	2,177.97	4,122.73
		2,177.97	**4,122.73**

* Balance with banks in deposit accounts include ₹ 277.96 Lakhs (31 March 2024: ₹ 305 Lakhs) with a maturity period of less than twelve months, which are held as security against Letter of Credits/ Guarantee and Buyers Credit.

3.11 Equity share capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised				
Equity share of ₹ 10 each	40,000,000	4,000	40,000,000	4,000
Optionally convertible non cumulative preference shares of ₹ 170 each	929,412	1,580	929,412	1,580
Optionally convertible non cumulative preference shares of ₹ 10 each	20,000,000	2,000	20,000,000	2,000
Redeemable preference shares of ₹ 10 each	4,444,444	444.44	4,444,444	444.44
	65,373,856	**8,024.44**	**65,373,856**	**8,024.44**
(b) Issued, subscribed and fully paid-up equity shares				
Equity share of ₹ 10 each	9,079,160	907.92	9,079,160	907.92
	9,079,160	**907.92**	**9,079,160**	**907.92**

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	Amount	No. of Shares	Amount
Equity share of ₹ 10 each				
Opening balance	9,079,160	907.92	9,079,160	907.92
Issue of shares during the year	-	-	-	-
Closing balance	**9,079,160**	**907.92**	**9,079,160**	**907.92**

(b) Terms/Rights attached to equity shares:
The Company has only one class of shares referred to as equity shares with a face value of ₹10 each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed/declared by the Board of Directors is subject to approval/regularisation of the shareholders' in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by company having substantial interest

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	%	No. of Shares	%
Equity share of ₹ 10 each				
Nitta Gelatin Inc. Japan	3,900,300	42.96	3,900,300	42.96

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(d) Details of shares held by each shareholder holding more than 5% of shares:

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of Shares	%	No. of Shares	%
Equity share of ₹ 10 each				
Nitta Gelatin Inc. Japan	3,900,300	42.96	3,900,300	42.96
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	2,862,220	31.52

(e) Details of shares held by promoters as at 31 March 2025

Particulars	As at 31 March 2025		
	No. of Shares	% of total shares	% change during the year
Equity share of ₹ 10 each			
Nitta Gelatin Inc. Japan	3,900,300	42.96	-
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	-

Particulars	As at 31 March 2024		
	No. of Shares	% of total shares	% change during the year
Equity share of ₹ 10 each			
Nitta Gelatin Inc. Japan	3,900,300	42.96	-
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	-

(f) Distribution of dividend paid and proposed

Particulars	As at 31 March 2025	As at 31 March 2024
Dividends on equity shares declared and paid for the year ended 31 March 2024 ₹ 6 per equity share (₹ 7.5 per equity share for financial year 2022-23)	544.75	680.94
Proposed cash dividend for the year ended 31 March 2025 ₹ 8 per equity share (₹ 6 per equity share for financial year 2023-24)	726.33	544.75

3.12 Other equity (Refer Standalone Statement of Changes in Equity)

	As at 31 March 2025	As at 31 March 2024
Equity component of compound financial instruments	984.43	984.43
Securities premium	2,895.90	2,895.90
Retained earnings	22,472.82	14,796.85
Capital redemption reserve	1,580.00	1,580.00
Special export reserve	79.00	79.00
Capital reserve on merger	2,750.62	2,750.62
General reserve	7,836.64	7,836.64
Items of other comprehensive income		
- Hedge reserve	(25.42)	2.19
- Equity instruments through OCI	24.59	23.84
- Remeasurement of defined benefit plans (net)	(271.16)	(296.18)
	38,327.42	**30,653.29**

Description of nature and purpose of each reserve:

a. Securities premium

The amount received in excess of face value of the equity shares was recognised in securities premium. The reserve is utilised in accordance with the provisions of the Act.

b. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

c. Special export reserve

Special export reserve was created as per the provisions of Income Tax Act, 1961 for availing the tax benefits for exports.

d. Equity component of compound financial instruments

The difference between the fair value and cost of the financial instrument has been considered as additional contribution and shown as part of other equity.

e. General reserve

General reserve was created from time to time by way of transfer of profits from retained earnings for appropriation purposes.

f. Capital redemption reserve

Redemption reserve was created by the company as mandated by the Companies Act, 2013 on redemption of optionally convertible preference shares equal to the nominal value of preference shares to be redeemed.

g. Capital reserve on merger

Capital reserve was created on merger of erstwhile subsidiary, M/S. Reva Proteins Limited with the Company. The Company uses capital reserve for transactions in accordance with the provisions of the Act.

h. Items of other comprehensive income

i) Hedge reserve: Effective portion of fair value gain /(loss) on all financial instruments designated in cash flow hedge relationship are accumulated in hedge reserve.

ii) Equity instruments through other comprehensive income: The Company has elected to recognise the change in fair value of certain investments in other comprehensive income. These changes are accumulated within the equity instruments through OCI. The Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

iii) Re-measurement gain / (loss) on defined benefit plans: Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
3.13 Borrowings		
Non current		
(Unsecured)		
Loan from related party:		
Liability component of redeemable preference shares	421.56	409.12
	421.56	**409.12**
Current		
(Secured)		
Loans repayable on demand		
From banks:		
Cash credits / working capital demand loans	1,652.14	141.76
Bills discounting	993.36	712.25
(Unsecured)		
Loan taken from subsidiary	1,454.69	1,454.69
	4,100.19	**2,308.70**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	As at 1 April 2024	Cash flows	Non cash changes/ adjustments	As at 31 March 2025
Non current borrowings (including current maturities)	409.12	-	12.44	421.56
Current borrowings	2,308.70	1,825.13	(33.64)	4,100.19

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

Particulars	As at 1 April 2023	Cash flows	Non cash changes/ adjustments	As at 31 March 2024
Non current borrowings (including current maturities)	846.43	(278.83)	(158.48)	409.12
Current borrowings	2470.04	(322.33)	160.99	2,308.70

3.13 Borrowings (non current)

Sl. No.	Particulars	Nature of Security	Repayment details	As at 31 March 2025	As at 31 March 2024
Term loans from others (unsecured)					
i.	Redeemable preference shares		Refer note 3.13.1 below	421.56	409.12
				421.56	**409.12**

3.13.1 Pursuant to the merger between the Company and Reva Proteins Limited (the "Transferor Company"), the Company had issued 44,44,444 numbers of redeemable preference shares of ₹ 10/- each to Nitta Gelatin Inc. Japan, as consideration for their equity holding of 48,00,000 shares in the Transferor Company during the financial year 2019-20. These preference shares are redeemable at par at the expiry of seven years from the date of allotment i.e. 3 April 2019.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.13 Borrowings (Current)

Sl. No.	Particulars	Nature of Security	Repayment details	As at 31 March 2025	As at 31 March 2024
i	Working capital loans in foreign currency from banks (including bills discounting and buyers credit)	Secured by the hypothecation of entire current assets of the Company namely inventories, debtors, cash and bank balances, other current assets and loans and advances, present and future and by way of pari passu charge on the property, plant and equipment of the Company. The interest rate for USD denominated working capital loans is 0.6% to 3.5% over the Secured Overnight Financing Rate(SOFR) rates and for JPY denominated loans is 0.6 % to 3.5 % over the Tokyo Overnight Average (TONA) rates.	The loans are repayable on demand	2,425.75	854.01
ii	Cash credit / short term loans in Indian Rupee from banks / financial institutions	Secured by the hypothecation of entire current assets of the Company namely inventories, debtors, cash and bank balances, other current assets and loans and advances, present and future and by way of pari passu charge on the property, plant and equipments of the Company. The interest rate ranges from 9 % to 10.2 %.	The loans are repayable on demand	219.75	-
iii	Loan taken from subsidiary - Bamni Proteins Limited	Unsecured. The interest rate is 7.5%	The loan is repayable on demand	1,454.69	1,454.69
				4,100.19	**2,308.70**

3.14 Deferred Tax Liabilities (net)

	As at 31 March 2025	As at 31 March 2024
Deferred tax liability arising on account of:		
Differences between book balance and tax balance of property, plant and equipment	776.15	642.44
Timing differences on assessment of income	92.02	82.37
Deferred tax impact on fair value changes	8.75	15.33
Others	0.13	-
Deferred tax assets		
Provision for doubtful debts and others	(181.72)	(220.79)
Provision for employee benefits	(59.62)	(61.27)
Others	-	(1.45)
	635.71	**456.63**

Movement in Deferred Tax Liabilities/(assets) balances during the year ended 31 March 2025

Particulars	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Total
Deferred tax liability/(assets)				
Differences between book balance and tax balance of property, plant and equipment	642.44	133.71	-	**776.15**
Timing differences on assessment of income	82.37	9.65	-	**92.02**
Deferred tax impact on fair value changes	15.33	2.51	(9.09)	**8.75**
Provision for doubtful debts and others	(220.79)	39.07	-	**(181.72)**
Provision for employee benefits	(61.27)	(6.77)	8.42	**(59.62)**
Others	(1.45)	1.58	-	**0.13**
Deferred tax liabilities (net)	**456.63**	**179.74**	**(0.67)**	**635.71**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Movement in Deferred Tax Liabilities/(assets) balances during the year ended 31 March 2024

Particulars	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Total
Deferred tax liability/(assets)				
Differences between book balance and tax balance of property, plant and equipment	694.17	(51.73)	-	**642.44**
Timing differences on assessment of income	56.59	25.78	-	**82.37**
Deferred tax impact on fair value changes	(14.01)	26.60	2.74	**15.33**
Provision for doubtful debts and others	(470.17)	249.38	-	**(220.79)**
Provision for employee benefits	(77.28)	19.54	(3.53)	**(61.27)**
Others	(1.83)	0.38	-	**(1.45)**
Deferred tax liabilities (net)	**187.47**	**269.95**	**(0.79)**	**456.63**

	As at 31 March 2025	As at 31 March 2024
3.15 Trade payables		
Total outstanding dues of micro enterprises and small enterprises (refer note (a) and (b) below)	279.89	650.91
Total outstanding dues of creditors other than micro enterprises and small enterprises #	2,262.22	2,322.06
	2,542.11	**2,972.97**

Trade payables include provision for expenses accrued and other claims for which bills are yet to be received and pending settlement.

(a) Dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 to the extent identified and information available with the Company. This has been relied upon by the auditors.
(b) Subsidiary of the Company, Bamni Proteins Limited, was registered as MSME during the month of March 2021 and hence the balance includes ₹ 12.07 Lakhs which is the balance payable to them as on 31 March 2025 (31 March 2024: ₹ 512.86 Lakhs).
Disclosures required under Section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

i)	Principal amount remaining unpaid (but within due date as per the Micro, Small and Medium Enterprises Development Act, 2006)	279.89	650.91
ii)	Interest due thereon remaining unpaid	-	5.57
iii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period.	-	-
iv)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
v)	Interest accrued and remaining unpaid	-	5.57
vi)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Trade payable ageing schedule as at 31 March 2025

	Outstanding for following periods from due date of payment				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	279.89	-	-	-	279.89
(ii) Others	674.69	-	13.12	5.93	693.74
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – others	-	-	-	-	-
Unbilled /not due	-	-	-	-	1,568.48
Total					**2,542.11**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Trade payable ageing schedule as at 31 March 2024

	Outstanding for following periods from due date of payment				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	650.91	-	-	-	650.91
(ii) Others	779.37	96.08	0.24	6.31	882.00
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – others	-	-	-	-	-
Unbilled /not due	-	-	-	-	1,440.06
Total					**2,972.97**

	As at 31 March 2025	As at 31 March 2024
3.16 Other financial liabilities		
Current		
Unpaid dividend	21.08	18.94
Creditors for capital goods	17.61	3.69
Hedge liability	33.97	-
Employee related liabilities	572.90	533.17
Others	4.30	4.30
	649.86	560.10
3.17 Provisions		
Non-current		
Provision for employee benefits (net) (refer note 3.37)		
- Gratuity	35.27	21.75
- Compensated absence	60.33	55.27
	95.60	**77.02**
Current		
Provision for employee benefits (net) (refer note 3.37)		
- Gratuity	11.53	24.49
- Compensated absence	6.45	31.76
Others (refer note 3.31.1)	61.83	61.83
	79.81	**118.08**
3.18 Other liabilities		
Current		
Advance from customers	155.22	118.62
Others		
- Statutory dues	350.64	452.74
- Deferred income	170.42	176.57
	676.28	**747.93**

	Year Ended 31 March 2025	Year Ended 31 March 2024
3.19 Revenue from operations		
Revenue from Sale of goods		
Sale of products	51,804.17	46,296.08
Other operating revenues		
Scrap sales	124.07	102.99
Export incentives		
- Government grants	400.70	483.64
- Duty drawback	162.85	121.59
- Remission of duties and taxes on export products (RoDTEP)	250.63	158.01
Other miscellaneous income	1.79	134.89
	940.67	**1,001.12**
	52,744.84	**47,297.20**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.19.1 Disclosure under Ind AS 115 - Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The management determines that the segment information reported under note 3.19.3 and note 3.30 segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115, Revenue from contracts with customers.

Contract Balances

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Trade receivables (refer note 3.08)	9,471.39	7,825.46	7,853.94
Contract liabilities - advance from customers (refer note 3.18)	155.22	118.62	81.86
	9,626.61	7,944.08	7,935.80

During the year ended 31 March 2025, the Company has recognised revenue of ₹ 118.62 Lakhs (31 March 2024: ₹ 81.86 Lakhs) arising from opening contract liabilities.
The Company's performance obligation are satisfied upon shipment and payment is generally due by 30 to 180 days.

3.19.2 Reconciliation of revenue from sale of goods with the contracted price

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Contracted price	51,960.04	46,426.11
Less : trade discount, rebates etc.	(155.87)	(130.03)
Net revenue recognised from contracts with customers	**51,804.17**	**46,296.08**

3.19.3 Revenues from each product or each group of similar products:

Gelatin	29,445.55	30,858.79
Collagen peptide	5,838.76	4,789.76
Ossein	6,429.75	3,172.60
Dicalcium phosphate (DCP)	9,216.47	6,859.52
Others	873.64	615.41
	51,804.17	**46,296.08**

3.20 Other Income

Interest income		
- On bank deposits	645.95	167.92
- Other interest income	19.45	14.79
Dividend income from non-current investments	1.35	700.00
Net gain on foreign currency transactions and translations	161.05	390.18
Liabilities / provisions no longer required written back	110.60	-
Miscellaneous income #	59.43	393.75
	997.83	**1,666.64**

Miscellaneous income from financial year ended 2023-24 includes an amount of ₹ 346.46 Lakhs representing write back of provision created for duty towards advance authorization and CENVAT credit on hydrochloric acid provided against order of Customs department.

3.21 Cost of materials consumed

Opening stock	1,868.82	2,093.39
Add: purchases	24,415.44	20,829.71
	26,284.26	**22,923.10**
Less: closing stock	1,714.81	1,868.82
	24,569.45	**21,054.28**

3.22 Changes in inventories of finished goods and work-in-progress

Opening Stock		
Finished goods	2,195.63	2,046.47
Work-in-progress	4,326.77	3,714.07
	6,522.40	**5,760.54**
Less:		
Closing Stock		
Finished goods	2,653.47	2,195.63
Work-in-progress	4,105.14	4,326.77
	6,758.61	**6,522.40**
	(236.21)	**(761.86)**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		Year Ended 31 March 2025	Year Ended 31 March 2024
3.23	**Employee benefits expense**		
	Salaries and wages	4,071.83	3,827.93
	Contribution to provident and other funds	427.92	398.24
	Directors sitting fees	32.40	28.25
	Workmen and staff welfare expenses	641.21	605.13
		5,173.36	4,859.55
	Less: transfer to research and development expenditure (refer note 3.26.2)	(177.25)	(177.28)
		4,996.11	**4,682.27**
3.24	**Finance costs**		
	Interest expense - on bank borrowings	50.10	56.74
	Interest expense - fair value costs	46.45	45.05
	Interest expense - others	109.15	131.70
		205.70	**233.49**
3.25	**Depreciation and Amortisation Expense**		
	Depreciation of tangible assets (refer note 3.01)	1,277.18	1,356.41
	Amortisation of intangible assets (refer note 3.02)	46.21	51.97
		1,323.39	**1,408.38**
3.26	**Other expenses**		
	Consumption of stores, spares and consumables	814.59	758.03
	Effluent discharge charges	137.14	121.03
	Contract labour charges	238.52	154.92
	Packing materials consumed	432.64	360.19
	Research and development expenditure (refer note 3.26.2)	235.58	209.25
	Power, fuel, water and gas	6,122.51	5,212.05
	Repairs		
	- Building	114.13	154.54
	- Plant and equipment	1,106.45	1,126.42
	- Others	510.38	496.71
	Loading, transportation and other charges on products	845.47	695.47
	Freight on exports	363.52	124.60
	Insurance	146.52	122.08
	Rent	36.06	66.73
	Rates and taxes	152.13	106.99
	Postage and telephone	48.64	43.11
	Printing and stationery	22.27	20.95
	Traveling and conveyance	288.03	302.35
	Payments to statutory auditor (refer note 3.26.3)	32.16	32.28
	Advertisement and publicity	213.12	174.38
	Professional and consultancy charges	289.62	312.05
	Bank charges	66.96	55.97
	Expenses on corporate social responsibility activities (refer note 3.26.4)	146.01	81.73
	Loss on assets sold / written off (net)	58.39	51.28
	Security service charges	189.28	218.48
	Miscellaneous expenses	506.48	357.76
		13,116.60	**11,359.35**
3.26.1	**Exceptional items**		
	Profit on sale of assets at Aroor (refer note (a) below)	668.41	-
	Reversal of impairment provision (refer note 3.01(e))	531.95	-
		1,200.36	**-**

a) The Company had acquired a sea food processing facility at Aroor including Land, lease hold rights, building and plant and machinery in 2011, with a plan to set up a facility for manufacture of marine collagen peptide. Subsequent market developments were not as anticipated due to which the facility could not be utilized as envisaged. As part of the management's strategy to divest non-operational assets, the Company sold these assets on 21 October 2024. Profit on sale of these assets amounting to ₹ 668.41 Lakhs has been presented as an exceptional item.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	Year Ended 31 March 2025	Year Ended 31 March 2024
3.26.2 Details of research & development expenditure		
(a) Revenue expenditure charged to the Statement of Profit and Loss (product development engineering expenses)		
Salary and allowances	177.25	177.28
Other expenses (net of recoveries)	58.33	31.97
	235.58	**209.25**
(b) Capital expenditure in relation to tangible fixed assets for research & development facilities	4.69	9.89
3.26.3 Payments to statutory auditor		
Statutory audit and limited reviews	27.25	29.50
Group reporting*	21.55	11.55
Certification fees	1.60	0.40
Reimbursement of expenses**	4.51	2.38
	54.91	**43.83**

* This fee is reimbursed by Nitta Gelatin Inc. Japan

**This includes an amount of ₹ 1.20 Lakhs reimbursed by Nitta Gelatin Inc. Japan

3.26.4 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility ('CSR') committee has been formed by the Board of Directors of companies incorporated in India. The primary function of the Committee is to assist the Board of Directors in formulating a CSR Policy and review the implementation and progress of the same from time to time. Details of CSR expenditure are as follows:

a.	Amount required to be spent by the Company during the year	145.77	93.35
b.	Amount of expenditure incurred on:		
	i. Construction / acquisition of any asset	-	-
	ii. On purposes other than (i) above	146.01	93.35
c.	Shortfall at the end of the year	-	-
d.	Total of previous year shortfalls	-	-
e.	Reason for shortfall	-	-
f.	Nature of CSR activities		Healthcare, education, community development
g.	Details of related party transactions, e.g.,contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	Nil	Expenditure amounting to ₹ 68.91 Lakhs was dispersed through K T Chandy Seiichi Nitta Foundation.
h.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	Nil	Nil

3.26.4.1 The amount for financial year ended 2023-24 includes ₹ 11.62 Lakhs, which is the portion of the excess spend during the financial year ended 2022-23.

3.27 Earnings per share (EPS) (basic and diluted)

	Year Ended 31 March 2025	Year Ended 31 March 2024
a) Profit after tax attributable to equity shareholders	8,220.72	8,248.50
b) Weighted average number of shares outstanding	**90,79,160**	**90,79,160**
c) Nominal value of shares (₹)	10.00	10.00
d) Basic earning per share (₹)	**90.54**	**90.85**
e) Number of equity shares used to compute diluted earnings per share	90,79,160	90,79,160
f) Diluted earnings per share (₹)	**90.54**	**90.85**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
3.28 Assets pledged as security		
The carrying amounts of assets pledged as security for current and non-current borrowings are:		
Current		
First charge		
Financial assets		
Trade receivables	9,471.39	7,825.46
Cash and cash equivalents	10,369.76	3,015.85
Bank balances other than cash and cash equivalents	2,177.97	4,122.73
Loans	5.19	4.03
Other financial assets	238.71	123.92
Inventories	9,182.53	9,095.08
Other current assets	667.23	1,124.67
Total current assets pledged as securities	**32,112.78**	**25,311.74**
Non-current		
First charge		
Property, plant and equipment (PPE) and capital work-in-progress	12,898.04	11,321.47
Total non-current assets pledged as securities	**12,898.04**	**11,321.47**
Total assets pledged as security	**45,010.82**	**36,633.21**

3.29 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures

A. Related parties and nature of relationship

i. Nitta Gelatin Inc. Japan	Enterprise having substantial interest in the Company
ii. Nitta Gelatin NA Inc.	Subsidiary of Nitta Gelatin Inc.
iii. Nitta Gelatin Canada Inc.	Subsidiary of Nitta Gelatin Inc.
iv. Bamni Proteins Limited (located at Ballarpur, Maharashtra)	Subsidiary company
v. K.T Chandy Seiichi Nitta Foundation	Trust controlled by the Company
vi. Kerala State Industrial Development Corporation	Enterprise having substantial interest in the Company
vii. Shanghai Nitta Gelatin Co., Ltd	Subsidiary of Nitta Gelatin Inc.
viii. Key Managerial Personnel	
Mr. Praveen Venkataramanan	Managing Director (from 4 August 2024)
Dr. Shinya Takahashi	Whole Time Director (till 07 May 2024)
Mr. A.P.M.Mohammed Hanish IAS	Chairman
Mr. S. Harikishore IAS	Nominee Director
Mr. M.K.C. Nair	Independent Director
Mr. Sajiv K. Menon	Non- Executive Non- Independent Director (Managing Director till 03 August 2024)
Mr. V. Ranganathan	Independent Director
Mr. E. Nandakumar	Independent Director
Mrs. Shirley Thomas	Independent Director
Dr. Justice (Retd.) M. Jaichandren	Independent Director
Mr. Koichi Ogata	Nominee Director (till 26 June 2024)
Mr. Hidenori Takemiya	Nominee Director (from 27 June 2024)
Mr. Kazuya Hayashi	Nominee Director (from 10 May 2024)
Mr. Hidehito Jay Araki	Independent Director (from 04 August 2024)

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.29 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures *(cont'd)*

B. Detail of transactions

Nature of transaction	Subsidiary company/ trust controlled by the Company		Enterprise having substantial interest in the Company and its subsidiaries		Key Managerial Personnel		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Sale and income								
1 Sale of goods								
Nitta Gelatin Inc. Japan	-	-	9,504.19	8,013.28	-	-	9,504.19	8,013.28
Nitta Gelatin NA Inc	-	-	9,195.03	6,605.96	-	-	9,195.03	6,605.96
Shanghai Nitta Gelatin Co., Ltd	-	-	0.38	-	-	-	0.38	-
Bamni Proteins Limited	87.63	-	-	-	-	-	87.63	-
2 Receipt for software license								
Bamni Proteins Limited	-	3.53	-	-	-	-	-	3.53
3 Dividend income								
Bamni Proteins Limited	-	700.00	-	-	-	-	-	700.00
4 Support fee for service rendered recovered								
Bamni Proteins Limited	-	132.57	-	-	-	-	-	132.57
5 Reimbursement of expenses								
Bamni Proteins Limited	6.67	16.92	-	-	-	-	6.67	16.92

Nature of Transaction	Subsidiary Company/Trust controlled by the Company		Enterprise having substantial interest in the Company and its Subsidiaries		Key Managerial Personnel		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Purchase and expenses								
1 Purchase of goods								
Bamni Proteins Limited	285.07	3,213.11	-	-	-	-	285.07	3,213.11
Nitta Gelatin Inc. Japan	-	-	-	-	-	-	-	-
2 Commission expense								
Nitta Gelatin Inc. Japan								
- For Sale of Gelatin	-	-	115.49	34.72	-	-	115.49	34.72
- For Sale of Peptide	-	-	0.61	-	-	-	0.61	-
3 Other purchases								
Bamni Proteins Limited	87.63	12.20	-	-	-	-	87.63	12.20
4 Rent paid								
Bamni Proteins Limited	-	1.20	-	-	-	-	-	1.20
5 Conversion charges:							-	-
Bamni Proteins Limited	-	-	-	-	-	-	-	-
6 Rebate/ Discount expense:								
Nitta Gelatin Inc	-	-	-	-	-	-	-	-
Nitta Gelatin NA Inc	-	-	-	-	-	-	-	-
7 Technical assistance fee								
Nitta Gelatin Inc. Japan	-	-	28.07	28.57	-	-	28.07	28.57
8 Interest expense on External Commercial Borrowings								
Nitta Gelatin Inc	-	-	-	-	-	-	-	-
9 Reimbursement of expenses (net)								
Nitta Gelatin Inc. Japan	-	-	32.95	6.64	-	-	32.95	6.64
Reva proteins Ltd #	-	-	-	-	-	-	-	-
Nitta Gelatin NA Inc	-	-	3.14	2.45	-	-	3.14	2.45
Bamni Proteins Limited	10.03	14.97	-	-	-	-	10.03	14.97
10 Donations / corporate social responsibility contribution								
K.T.Chandy Seiichi Nitta Foundation	0.30	68.91	-	-	-	-	0.30	68.91

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.29 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures *(cont'd.)*

Nature of Transaction	Subsidiary Company/Trust controlled by the Company		Enterprise having substantial interest in the Company and its Subsidiaries		Key Managerial Personnel		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
11 Remuneration (refer note below)								
Mr. Praveen Venkataramanan	-	-	-	-	130.92	-	130.92	-
Dr. Shinya Takahashi	-	-	-	-	2.50	24.52	2.50	24.52
Mr. Sajiv K. Menon	-	-	-	-	73.85	169.33	73.85	169.33
Mr. Philip Chacko M	-	-	-	-	-	30.52	-	30.52
12 Sitting fees								
Mr. Mohammad Hanish IAS	-	-	-	-	1.60	2.00	1.60	2.00
Mr. V. Ranganathan - Independent Director	-	-	-	-	5.60	4.90	5.60	4.90
Mr. Sajiv K Menon - Nominee Director	-	-	-	-	2.80	0.80	2.80	0.80
Mr. M.K.C. Nair - Independent Director	-	-	-	-	4.00	2.80	4.00	2.80
Mr. E. Nandakumar- Independent Director	-	-	-	-	6.00	5.15	6.00	5.15
Mrs. Shirley Thomas - Independent Director	-	-	-	-	6.40	2.80	6.40	2.80
Mrs. Radha Unni - Independent Director	-	-	-	-	-	3.95	-	3.95
Dr. Justice M. Jaichandren - Independent Director	-	-	-	-	4.00	4.40	4.00	4.40
Mr. Yoichiro Sakuma - Independent Director	-	-	-	-	-	1.05	-	1.05
Mr. Hidehito Araki	-	-	-	-	1.60	-	1.60	-
Mr. S. Harikishore IAS	-	-	-	-	0.40	0.40	0.40	0.40
13 Guarantees given - Balance outstanding								
Bamni Proteins Limited	-	-	-	-	-	-	-	-
14 Dividend paid on equity shares								
Nitta Gelatin Inc. Japan	-	-	234.02	292.52	-	-	234.02	292.52
Kerala State Industrial Development Corporation	-	-	171.74	214.67	-	-	171.74	214.67
15 Dividend on preference shares								
Nitta Gelatin Inc. Japan	-	-	34.00	45.00	-	-	34.00	45.00
16 Interest on inter-coporate loan								
Bamni Proteins Limited	109.10	4.78	-	-	-	-	109.10	4.78

Note: The remuneration paid to Key Managerial Personnel (KMP) excludes provisions for or contributions to gratuity and compensated absences, as these are determined based on an actuarial valuation conducted at the overall Company level. Given that individual identification is not feasible, these components have been excluded from the disclosure above.

C. Key Managerial Personnel (KMP) compensation

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits		
Salaries and wages, contribution to provident funds and other funds	203.53	222.22
Directors sitting fees	32.40	28.25
	235.93	**250.47**
Termination benefits paid	**3.74**	**2.15**
Total remuneration	**239.67**	**252.62**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.29 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures *(cont'd.)*

D. Balance outstanding as at year end:

Nature of Transaction	Subsidiary Company/ Trust controlled by the Company		Enterprise having substantial interest in the Company and its Subsidiaries		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
1 Investments						
Bamni Proteins Limited	350.00	350.00	-	-	350.00	350.00
2 Receivables						
Nitta Gelatin Inc. Japan	-	-	1,999.75	1,508.44	1,999.75	1,508.44
Nitta Gelatin NA Inc.	-	-	2,828.79	2,149.45	2,828.79	2,149.45
3 Payables						
Bamni Proteins Limited	12.70	527.85	-	-	12.70	527.85
a. Inter coporate loan						
Bamni Proteins Limited	1,454.69	1,454.69	-	-	1,454.69	1,454.69
b. Other payables						
Nitta Gelatin Inc. Japan	-	-	131.41	47.57	131.41	47.57
Nitta Gelatin NA Inc.	-	-	52.80	70.79	52.80	70.79

E. Transaction with related parties

In accordance with the applicable provisions of the Income Tax Act, 1961, the Company is required to use certain specified methods in assessing that the transactions with the related parties, are carried out at the arm's length price and is also required to maintain prescribed information and documents to support such assessment. The appropriate method to be adopted will depend on the nature of transactions / class of transactions, class of associated persons, functions performed and other factors as prescribed. Based on certain internal analysis carried out, management believes that transactions entered into with the related parties were carried out at arm's length prices. The Company is in the process of updating the transfer pricing documentation for the financial year ended 31 March 2025. In the opinion of the management, the same would not have an impact on these financial statements. Accordingly, the financial statements do not include the effect of the transfer pricing implications, if any.

3.30 Segment Information

The Company is engaged in the manufacture and sale of products which form part of one product group which represents one operating segment, as the Chief Operating Decision Maker (CODM), reviews business performance at an overall company level. Entity-wide disclosure as required by Ind AS 108 "Operating Segment" are as follows:

(i) Revenues from external customers for each product or each group of similar products:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Sales of products	51,804.17	46,296.08
	51,804.17	**46,296.08**

(ii) Revenues from external customers attributed to the Company's country of domicile and attributed to all foreign countries from which the Company derives revenues:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
India	28,310.09	28,110.66
Outside India	23,494.08	18,185.42
	51,804.17	**46,296.08**

(iii) Non-current assets (other than financial assets, non-current tax and deferred tax assets) located in the Company's country of domicile and in all foreign countries in which the Company holds assets:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
India	15,045.58	12,650.24
Outside India	-	-
	15,045.58	**12,650.24**

(iv) The following table gives details in respect of percentage of revenues generated from top customer and revenues from transactions with customers amounts to 10 percent or more of Company's revenues from product sale:

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.30 Segment Information *(cont'd)*

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from top customer	9,504.19	8,013.28
Revenue from customers contributing 10% or more to the Company's revenues from product sale	18,769.65	21,680.12

3.31 Provisions, Contingent liabilities and Commitments

3.31.1 Provisions

Nature of Provision	As at 1 April 2024	Additional Provision during the year	Amounts used/ charged during the year	Unused amounts reversed	As at 31 March 2025
Provision for Central Excise Duty	-	-	-	-	-
[refer note 3.31.1(i)]	(132.29)	-	-	(132.29)	-
Provision for Water Cess	61.83	-	-	-	61.83
[refer note 3.31.2(iii)]	(61.83)	-	-	-	(61.83)

(Figures in brackets represents corresponding figure for the previous financial year)

3.31.1(i) Central Excise authorities issued show cause notices proposing to withdraw CENVAT credit availed by the Company on hydrochloric acid used in the manufacture of ossein consumed for gelatin production amounting to ₹ 350.75 Lakhs in earlier years, which was disputed by the Company. As a matter of prudence, the Company had created a provision of ₹ 132.29 Lakhs and balance amount of ₹ 218.46 Lakhs was disclosed as a contingent liability during the prior years. During the previous year, the Central Excise department had issued an order in favour of the Company, based on which the provision carried in the books amounting to ₹ 132.29 lakhs was reversed in the previous year and the balance amount of ₹ 218.46 lakhs was removed from the list of contingent liabilities.

3.31.2 Contingent Liabilities not provided for:

	As at 31 March 2025	As at 31 March 2024
1. Claims against the Company not acknowledged as debts:		
a. Income tax [refer note 3.31.2(i)]	351.60	167.61
b. Excise duty and service tax [refer note 3.31.2.(ii)]	219.06	219.06
c. Water cess [refer note 3.31.2(iii)]	-	20.22
d. Customs duty [refer note 3.31.2(iv)]	1,819.66	1,819.66
e. Goods and Service Tax [refer note 3.31.2(v)]	136.80	136.80
2. Counter guarantee issued in favour of bankers	367.45	304.19
	2,894.57	**2,667.54**

3.31.2(i) The Income tax authorities has made certain disallowances on assessments completed for earlier years, which are pending on appeal before the appellate authority. In the opinion of the management, no provision is considered necessary for the same at this stage.

The Company has received tax orders from the Income tax authorities reducing brought forward losses (including unabsorbed depreciation) amounting to ₹ 930.16 Lakhs (31 March 2024: ₹ 930.16 Lakhs), primarily on denial of certain expenditure upon completion of tax assessment for the assessment years 2006-07, 2007-08, 2008-09, 2012-13, 2013-14, 2014-15 and 2015-16. . The Company's appeal against the said demands are pending before appellate authorities in various stages of litigation.

Further, the Company has received tax orders from the transfer pricing authorities reducing brought forward losses (including unabsorbed depreciation) amounting to ₹ 512.07 Lakhs (31 March 2024: ₹ 512.07 Lakhs), primarily on transfer pricing adjustments upon completion of tax assessment for assessment years 2006-07, 2007-08 and 2008-09. The Company's appeal against the said demands are pending before appellate authorities in various stages of litigation.

The Company is contesting these litigations and the management believes that its position will be likely to be upheld in the appellate process and therefore will not impact these financial statements. Consequently, no provision has been created in the financial statements for the above.

Apart from the above, during the current year the Company has received show cause notice citing income escaping assessment and consequent penalty under section 271(1) of the Income-tax Act, 1961 amounting to ₹ 184 Lakhs for the assessment year 2012-13, to which the Company has filed its response. The Company does not expect an unfavourable outcome in respect of this matter.

3.31.2(ii) Includes demands raised by the Central Excise Authorities (including penalty thereon but excluding interest) for higher excise duties on a product of the Company and towards cenvat credits availed aggregating to ₹ 7.21 Lakhs (31 March 2024: ₹ 7.21 Lakhs) which have been disputed by the Company before the appellate authorities; and show cause notices received from such authorities for service tax on certain deemed services and ineligible cenvat credit availed including interest aggregating to ₹ 88.72 Lakhs (31 March 2024: ₹ 88.72 Lakhs), which have been represented before adjudicating authorities and demand raised by the central excise for disputed cenvat credit amounts amounting to ₹ 123.13 Lakhs (31 March 2024: ₹ 123.13 Lakhs). In the opinion of the management these demands/ show cause notices issued are not sustainable, hence no provision is considered at this stage.

3.31.2(iii) During an earlier year, the Company had received a demand as water cess for extraction of river water for industrial use during the period from 01 April 1979 to 31 December 2010, in accordance with a Government order issued on 25 July 2009. The Company filed

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

a writ petition against such order with the Honourable High Court of Kerala. Honourable High Court of Kerala, by observing that Article 265 of the Constitution of India provide that no tax shall be levied or collected except by the authority of law, allowed the petition filed by the Company.

On a prudent basis, the Company had created a provision of ₹ 61.83 Lakhs towards disputed charges for the period from 25 July 2009 to 31 December 2010, being periods subsequent to issue of the Government order.

During the previous year, the Company had received an additional demand from the Executive Engineer, Additional Irrigation Division, Thrissur, amounting to ₹ 20.22 Lakhs towards additional cess on water charges for the period 1 April 2017 to 31 March 2024. During the year, the Company has filed its response with details of its water consumption during such period which was accepted by the Additional Irrigation Division, based on which the residual demand was settled.

3.31.2(iv) During an earlier year, the customs authorities had issued show cause notice-cum-demand proposing classify / reassess import of a certain item of raw materials, which was objected by the Company. During earlier years, the Commissioner of Customs had issued an order confirming demand of ₹ 877.15 Lakhs along with a penalty of ₹ 1,091.21 Lakhs. The Honourable Customs, Excise and Service Tax Appellate Tribunal (CESTAT), Bangalore vide Order dated 31 March 2024 has set aside the demand of ₹ 1,819.66 Lakhs and confirmed the demand of ₹ 148.70 Lakhs. The Company provided for ₹ 148.70 Lakhs (31 March 2024: ₹ 148.70 Lakhs) being the applicable duty as per the CESTAT order. During the year, the customs department has filed an appeal before the honourable High Court of Kerala challenging the CESTAT order. Pending adjudication of this matter, the amount of ₹ 1819.66 Lakhs has been disclosed as contingent liability as on 31 March 2025 (31 March 2024: ₹ 1,819.66 Lakhs). The management has assessed and concluded that the position taken in this matter is tenable.

3.31.2(v) During the prior years, the Company had received demands from Goods and Service Tax Department, Gujarat and Goods and Tax Department, Kerala amounting to ₹ 66.74 Lakhs and ₹ 70.06 Lakhs (including interest and penalty) on account of availment of ineligible input tax credit and output tax payable on certain supplies. The Company received an expert opinion that the demands would not be sustainable and hence the aggregate amount of ₹ 136.80 Lakhs has been disclosed as contingent liability in the books as on 31 March 2025 (31 March 2024: ₹ 136.80 Lakhs).

3.32 Commitments

3.32.1 Estimated amount of contracts remaining to be executed on capital account ₹ 2,251.02 Lakhs (including ₹ 1,305.74 Lakhs for the expansion projects of collagen peptide and gelatin. (31 March 2024: ₹ 1,966.15 Lakhs)

3.32.2 In response to the Company's application intended to regularise certain constructions in the land, at the Ossein Division, Koratty (which is classified as paddy land as per the Government records), the Company received a demand notice during the year from the Deputy Collector, Thrissur with fees of ₹ 269.82 Lakhs for change in classification of the aforementioned land to dry land as per the Kerala Conservation of Paddy Land and Wetland Act, 2008. The Company represented before the Revenue Department, Government of Kerala to reduce the said conversion fees as the same was calculated based on commercial land rates as against the actual status of the said land (residential land) as per Government records. The final decision on the conversion fees by the Revenue Department is awaited as on date.

3.33 In respect of raw materials imported during the financial year 2016-17 at concessional rate of duty under the Advance Authorisation Scheme, the Company has fulfilled the export obligation which is required to be fulfilled as per the Licensing Norms and has settled the differential duty along with interest for the portion of raw material which is used for domestic market requirements. However for certain portion of the material exported, the advance license number was not endorsed in the shipping bill due to oversight. The Company is in the process of getting the endorsement effected by Customs Department for the exports so made. The Company's application for endorsement of Advance Authorisation Number in the shipping bill for exports is pending for disposal before the Customs Authorities at this stage. As a matter of prudence, the provision amounting to ₹ 68.28 Lakhs (31 March 2024: ₹ 68.28 Lakhs) created in earlier years is retained in the books of accounts.

3.33.1 The Company has export obligation of ₹ 979 Lakhs (31 March 2024: ₹ 444 Lakhs) on account of advance authorisation scheme laid down by the Government of India. The Company expects to fulfil the obligation in due course of time.

3.34 In the opinion of the management, current financial assets and other current assets, have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business.

3.35 Leases

Rental expense recorded for short-term leases during the year ended 31 March 2025 is ₹ 36.06 Lakhs. (31 March 2024: ₹ 66.73 Lakhs)

The Company's significant leasing arrangements, other than land, are in respect of office premises and warehouses taken on lease for which rent expenses has been charged in the Statement of Profit and Loss. The arrangements generally range between 4 months to 11 months and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given.

The Company's lease asset classes consist of leases for land, refer note 3.01 to the financial statements. The Company has not entered into any other material lease arrangements.

There are no leases not yet commenced to which the Company is committed.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.36 Income Tax

The major components of income tax expense are:

	Year ended 31 March 2025	Year ended 31 March 2024
Current income tax:		
Current income tax charge	2,555.52	2,424.61
Income tax relating to earlier years	12.01	44.87
Relating to the origination and reversal of temporary differences	179.74	269.95
Income tax expense reported in Statement of Profit and Loss	**2,747.27**	**2,739.43**
Deferred tax related to items recognised in OCI		
Income tax relating to re-measurement gains on defined benefit plans	8.42	(3.53)
Income tax relating to measurement of financial assets through OCI	0.20	2.00
Income tax relating to (loss) / gain on cash flow hedges	(9.29)	0.74
	(0.67)	**(0.79)**

Reconciliation of deferred tax liability (net)	As at 31 March 2025	As at 31 March 2024
Opening balance of deferred tax liability	456.63	187.47
Tax credit / (expense) during the year recognized in Statement of Profit and Loss	179.74	269.95
Tax credit / (expense) during the year recognised in OCI	(0.67)	(0.79)
Closing balance of deferred tax liability	**635.70**	**456.63**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

	Year ended 31 March 2025	Year ended 31 March 2024
Accounting profit before tax and exceptional item	**10,967.99**	**10,987.93**
Tax on accounting profit at statutory income tax rate of 25.17 % (31 March 2024 : 25.17%)	2,760.64	2,765.66
Tax effect of:		
Non deductible expenses	45.57	29.20
Tax incentives and exempt income	(3.38)	(176.19)
Tax effect of change in tax rates	(63.33)	-
Tax adjustments relating to previous years	12.01	44.87
Others	(4.24)	75.89
Tax expense recognised in the Statement of Profit and Loss	**2,747.27**	**2,739.43**

There are no unrecognised Deferred tax assets as on 31 March 2025.

3.37 A. Defined benefit plan

The Company has gratuity fund for its employees. The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity at the rate of 15 days basic salary for each year of service until the retirement age. As at 31 March 2025 and 31 March 2024 the plan assets were invested in insurer managed funds.

The following tables set out the funded status of gratuity plans and the amount recognized in Company's financial statements:

	Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
1	**The amounts recognized in the Balance Sheet are as follows:**		
	Present value of the obligation as at the end of the year	1,241.86	1,190.48
	Fair value of plan assets as at the end of the year	(1,195.06)	(1,144.24)
	Net liability recognized in the Balance Sheet	**46.80**	**46.24**
2	**Changes in the present value of defined benefit obligation**		
	Defined benefit obligation as at beginning of the year	1,190.48	1,125.65
	Current service cost	114.46	66.71
	Interest cost	81.90	78.29
	Actuarial losses/(gains) arising from		
	- change in financial assumptions	(29.71)	6.77
	Benefits paid	(115.27)	(86.94)
	Defined benefit obligation as at the end of the year	**1,241.86**	**1,190.48**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.37 A. Defined benefit plan *(cont'd)*

	Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
3	**Changes in the fair value of plan assets**		
	Fair value as at the beginning of the year	1,144.24	1,078.71
	Expected return on plan assets	81.48	77.79
	Actual return on plan assets over expected interest	3.73	(7.26)
	Contributions	80.50	80.00
	Benefits paid	(114.89)	(85.00)
	Fair value as at the end of the year	**1,195.06**	**1,144.24**
	Description of Plan Assets		
	Insurer managed funds (LIC of India)	1,195.06	1,144.24
	Assumptions used in the above valuations are as under:		
	Discount rate	6.80%	7.23%
	Expected rate of increase in compensation level	5.62%	5.92%
	Attrition rate	7.67%	3%
	Superannuation age	58	58
	Mortality	Indian Assured Lives Mortality [2012-14] Ultimate	
4	**Net gratuity cost for the year ended 31 March 2025 and 31 March 2024 comprises of following components:**		
	Current service cost	114.46	66.71
	Net interest cost on the net defined benefit liability	81.90	78.29
	Net defined benefit expense debited to Statement of Profit and Loss	**196.36**	**145.00**
5	**Remeasurement (gain)/loss recognised in other comprehensive income**		
	Change in financial assumptions	33.44	(14.03)
	Recognized in other comprehensive income	**33.44**	**(14.03)**
6	**Weighted average duration of the defined benefit plan (in years)**	9.64	10.63
7	**Undiscounted Maturity Profile of Defined Benefit Obligation**		
	a) within one year	138.14	124.88
	b) within 2-5 years	446.32	391.14
	c) within 6-10 years	539.32	589.59
	d) more than 10 years	1,113.87	1,225.17
		2,237.65	**2,330.78**

Risk exposure:
Valuation are based on certain assumptions, which are dynamic in nature and may vary over time. As such valuations of the company is exposed to the following risks:
a) Salary increase: higher than expected increase in salary, will increase the defined benefit obligation.
b) Discount rate: the defined benefit obligation calculated use a discount rate based on Government bonds. If bond yields fall, the defined benefit will increase.
c) Mortality and disability: if the actual deaths and disability cases are lower or higher than assumed in the valuation, it can impact the defined benefit obligation
d) Withdrawals: if the actual withdrawals are higher or lower than the assumed withdrawals or there is a change in withdrawal races at subsequent valuations, it can impact defined benefit obligation.
e) The plan assets of the Company is invested in insurer managed fund of LIC. Changes in market factors might affect the return on such fund which is futuristic.

3.37 B. Defined contribution plan

The Company provides benefits in the nature of defined contribution plans viz, provident fund, employee state insurance scheme and superannuation fund for qualifying employees. Under these schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 357.63 Lakhs (31 March 2024: ₹ 331.03 Lakhs) towards contribution for mentioned funds in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

C. Sensitivity analysis
Description of Risk Exposures

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability (as shown in financial statements).

Liquidity risk: This is the risk that the Company is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash /cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 20,00,000).

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets exposing the Company to market risks for volatilities / fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are given below:

Increase/(decrease) on present values of defined benefits obligations at the end of the year:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Increase by 1%	**Decrease by 1%**	**Increase by 1%**	**Decrease by 1%**
Discount rate (- / + 1%)	(84.03)	95.67	(82.85)	94.68
Salary growth rate (- / + 1%)	92.88	(83.64)	91.05	(82.98)
Attrition rate (- / + 1%)	6.31	(6.87)	3.47	(3.71)

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

There is no change in the method of valuation for the prior period.

3.38 Fair value measurements

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2025 are as follows:

Particulars	Notes	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI
Assets:				
Investments	3.03	350.00	78.90	32.52
Cash and cash equivalents	3.09	10,369.76	-	-
Bank balances other than cash and cash equivalents	3.10	2,177.97	-	-
Trade receivable	3.08	9,471.39	-	-
Loans	3.04	11.89	-	-
Other financial assets	3.05	-	-	-
Security deposits		380.61	-	-
Earmarked balances with banks for unpaid dividend		21.08	-	-
Advances recoverable in cash or in kind		86.80	-	-
Others		150.19	-	-
Total		**23,019.69**	**78.90**	**32.52**
Liabilities:				
Borrowings	3.13	4,521.75	-	-
Trade payable	3.15	2,542.11	-	-
Other financial liabilities	3.16			
Unpaid dividend		21.08	-	-
Hedge liability		33.97	-	-
Creditors for capital goods		17.61	-	-
Employee related liabilities		572.90	-	-
Others		4.30	-	-
Total		**7,713.72**	**-**	**-**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.38 Fair value measurements *(cont'd.)*

Particulars	Notes	Amortised cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at FVOCI
The carrying value and fair value of financial instruments by categories as of 31 March 2024 were as follows:				
Assets:				
Investments	3.03	350.00	78.90	31.57
Cash and cash equivalents	3.09	3,015.85	-	-
Bank balances other than cash and cash equivalents	3.10	4,122.73	-	-
Trade receivable	3.08	7,825.46	-	-
Loans	3.04	10.82	-	-
Other financial assets	3.05			
Security deposits		352.95	-	-
Balances with Bank - deposit accounts		5.21	-	-
Earmarked balances with banks for unpaid dividend		18.94	-	-
Advances recoverable in cash or in kind		90.10	-	-
Hedge asset (foreign exchange forward contract)		-	-	2.93
Others		28.80	-	-
Total		**15,820.86**	**78.90**	**34.50**
Liabilities:				
Borrowings	3.13	2,717.82	-	-
Trade payable	3.15	2,972.97	-	-
Other financial liabilities	3.16			
Unpaid dividend		18.94	-	-
Creditors for capital goods		3.69	-	-
Employee related liabilities		533.17	-	-
Others		4.30	-	-
Total		**6,250.89**	**-**	**-**

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables, working capital loans and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The management assessed that for amortised cost instruments, fair value approximate largely to the carrying amount.

(iii) Fair value hierarchy

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

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: the fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

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

a) Assets and liabilities measured at fair value - recurring fair value measurement

As at 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Assets measured at fair value					
Non current investments	3.03	32.52	-	78.90	111.42
Derivatives designated as cash flow hedges					
Foreign exchange forward contracts	3.05	-	(33.97)	-	(33.97)
As at 31 March 2024	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets measured at fair value					
Non current investments	3.03	31.57	-	78.90	110.47
Derivatives designated as cash flow hedges					
Foreign exchange forward contracts	3.05	-	2.93	-	2.93

Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The valuation techniques uses the exchange rates provided by banks for revaluation of balance in forward contracts as on the reporting dates.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(iv) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of quoted investments is determined using the market value for the investment. The fair value estimates are included in level 1.
- the fair value of foreign exchange forward contracts is determined using market observable inputs, including prevalent forward rates for the maturities of the respective contracts and interest rate curves as indicated by banks and third parties.
- the fair value of other equity instruments have been computed based on income approach using a discounted cash flow model, which discounts the estimated cash flows using the appropriate discount rates.

3.39 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The primary market risk to the Company is foreign exchange exposure risk. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Company's risk management activity focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

(A) Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company, resulting in a financial loss. The Company is exposed to this risk for various financial instruments. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets, as summarised below:

Assets under credit risk	Year ended 31 March 2025	Year ended 31 March 2024
Trade receivable	9,471.39	7,825.46
Loans to employees	11.89	10.82
Security deposit	380.61	352.95
Balances with Bank - deposit accounts	-	5.21
Earmarked balances with banks for unpaid dividend	21.08	18.94
Advances recoverable in cash or in kind	86.80	90.10
Hedge asset	-	2.93
Investments	461.42	460.47
Cash and cash equivalents	10,369.76	3,015.85
Other bank balances	2,177.97	4,122.73
Others	150.19	28.80
	23,131.11	**15,934.26**

A1 Trade and other receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India, USA, Japan and Europe. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company is exposed to a concentration of customer risk with respect to its trade receivable balances. At the reporting date, trade receivable balance from five customer represented 68 % (2024 - four customers represented 68 %) of the total trade receivable balances, respectively.

On account of adoption of Ind AS 109, Financial instruments, the Company uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors and Company's historical experience for customers. To enable users of the financial statement to assess the Company's credit risk exposure and understand its significant credit risk concentrations, the Company has disclosed except for trade receivables, by credit risk rating grades, the gross carrying amount of financial assets and the exposure to credit risk.

Movement in loss allowance

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning	33.05	33.05
Impairment loss recognised	-	-
Impairment loss reversed	-	-
Balance at the end	**33.05**	**33.05**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.39 Financial risk management *(cont'd)*

Year ended 31 March 2025

Expected credit loss for trade receivables under simplified approach

Ageing	Not Due	0-90 Days	90-180 days	180-270 days	270-360 days	More than 360 days
Gross carrying amount	9,014.33	460.14	11.85	3.82	1.21	13.09
Less: related party balances	(4,669.49)	(128.27)	-	-	-	-
Expected credit loss rate	0.08%	1.36%	59.57%	100%	100%	100%
Lifetime expected credit loss (loss allowance)	3.37	4.50	7.06	3.82	1.21	13.09
Carrying amount of trade receivables (net of impairment)	9,010.96	455.64	4.79	-	-	-

Year ended 31 March 2024

Expected credit loss for trade receivables under simplified approach

Ageing	Not Due	0-90 Days	90-180 days	180-270 days	270-360 days	More than 360 days
Gross carrying amount	6,997.41	799.73	0.32	26.09	-	34.96
Less: related party balances	(3,117.39)	(286.48)	-	-	-	(20.96)
Expected credit loss rate	0.07%	0.31%	27.13%	55.75%	100%	100%
Lifetime expected credit loss (loss allowance)	2.82	1.59	0.09	14.55	-	14.00
Carrying amount of trade receivables (net of impairment)	6,994.59	798.14	0.23	11.54	-	20.96

A2 Cash and cash equivalents

The credit risk for cash and cash equivalents and derivative financial instruments is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, advances recoverable, loans and advances to employees, security deposit and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due but not impaired.

(B) Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, usually on a month on month basis. Long-term liquidity needs for a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Company's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

The Company's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Maturities of financial liabilities

As at 31 March 2025	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	4,100.19	421.56	-	4,521.75
Trade payable	2,542.11	-	-	2,542.11
Other financial liabilities	649.86	-	-	649.86
Total	**7,292.16**	**421.56**	**-**	**7,713.72**

As at 31 March 2024	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	2,308.70	409.12	-	2,717.82
Trade payable	2,972.97	-	-	2,972.97
Other financial liabilities	560.10	-	-	560.10
Total	**5,841.77**	**409.12**	**-**	**6,250.89**

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.39 Financial risk management *(cont'd)*

(C) Market risk analysis

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from both its operating and investing activities.

C1 Foreign currency Risk

The Company operates internationally and a significant portion of the business is transacted in USD, Japanese Yen (JPY) and EURO currencies and consequently the Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the Indian Rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the Indian Rupee appreciates / depreciates against these currencies.

Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are disclosed below. These include outstanding derivatives contracts entered into by the Company and unhedged foreign currency exposures.

Particulars		As at 31 March 2025		As at 31 March 2024	
Included In	Currency	Amount in foreign currency in Lakhs	Amount in ₹	Amount in foreign currency in Lakhs	Amount in ₹
Financial assets					
Trade receivables	USD	44.96	3,829.57	50.02	4,141.99
	JPY	930.15	521.72	-	-
	EURO	2.24	204.61	0.57	50.79
Financial liabilities					
Trade payables	USD	2.78	239.27	2.23	186.64
	EURO	0.04	3.91	0.08	6.86
	JPY	22.50	12.93	22.84	12.71
Current borrowings	USD	9.91	853.59	8.50	712.25
	JPY	2,736.55	1,572.15	254.75	141.74

Conversion rates	Financial assets			Financial liabilities		
	USD	EUR	JPY	USD	EUR	JPY
As at 31 March 2025	85.18	91.18	0.56	86.10	93.71	0.57
As at 31 March 2024	82.81	89.11	0.54	83.70	85.75	0.56

Sensitivity

The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to Key Managerial Personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Impact on profit after tax	Increase 31 March 2025	Decrease 31 March 2025	Increase 31 March 2024	Decrease 31 March 2024
Sensitivity				
INR/USD	27.49	(27.49)	24.28	(24.28)
INR/EURO	2.01	(2.01)	0.33	(0.33)
INR/YEN	(10.42)	10.42	(1.16)	1.16

Impact on other components of equity	Increase 31 March 2025	Decrease 31 March 2025	Increase 31 March 2024	Decrease 31 March 2024
Sensitivity				
INR/USD	(53.92)	53.92	(90.19)	90.19

There has not been any change in the method and assumptions used for sensitivity analysis as compared to previous period.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.39 Financial risk management *(cont'd)*

(C) Market risk *(cont'd)*

Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

The following table gives details in respect of outstanding foreign exchange forward contracts

Particulars	31 March 2025	31 March 2024
Forward Contracts		
In USD (Lakhs)	62.56	107.51

The foreign exchange forward contracts mature within twelve months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	31 March 2025 In USD Lakhs	31 March 2024 In USD Lakhs
Not later than one month	12.80	10.70
Later than one month and not later than three months	15.65	23.69
Later than three months and not later than a year	34.11	73.12

a) Disclosure of effects of hedge accounting on financial position

31 March 2025 Type of hedge	Nominal value	Carrying amount	Maturity date	Weighted average strike rate	Change in intrinsic value of instruments since inception of hedge	Change in the value of hedged item used to determine hedge ineffectiveness
Cash flow hedge						
Foreign exchange forward contracts	5,329	-	April 2025 - January 2026	1 USD = 85.649 INR	(33.97)	-

31 March 2024 Type of hedge	Nominal value	Carrying amount	Maturity date	Weighted average strike rate	Change in intrinsic value of instruments since inception of hedge	Change in the value of hedged item used to determine hedge ineffectiveness
Cash flow hedge						
Foreign exchange forward contracts	8,903	-	April 2024 - March 2025	1 USD = 83.925 INR	2.93	-

b) Disclosure of effects of hedge accounting on financial performance

31 March 2025 Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in Statement of Profit and Loss because of the reclassification
Foreign exchange forward contracts	(33.97)	-	-	Not applicable

31 March 2024 Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in Statement of Profit and Loss because of the reclassification
Foreign exchange forward contracts	2.93	-	-	Not applicable

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.39 Financial risk management *(cont'd)*

C2 Interest rate risk

(i) Liabilities

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. At 31 March 2025, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits pay fixed interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowing	421.56	409.12
Fixed rate borrowing	-	-
Total borrowings	421.56	409.12
Amount disclosed under other current borrowings	-	-
Amount disclosed under non-current borrowings	421.56	409.12

Sensitivity

Below is the sensitivity of profit or loss in interest rates.

Particulars	31 March 2025	31 March 2024
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	4.22	(4.09)
Interest rates – decrease by 100 basis points (100 bps)	(4.22)	4.09

(ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

C3 Equity price risk

The Company's listed securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

3.40 Capital management

For the purpose of the Company's capital management, capital includes issued capital, additional paid up capital and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximize the shareholder value.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade payables, less cash and bank balances.

Particulars	As at 31 March 2025	As at 31 March 2024
Long term borrowings	421.56	409.12
Current maturities of long term borrowings	-	-
Short term borrowings	4,100.19	854.01
Trade payables	2,542.11	2,972.97
Less: cash and cash equivalents	(10,369.76)	(3,015.85)
Less: bank balances other than cash and cash equivalents	(2,177.97)	(4,122.73)
Net debt	**(5,483.87)**	**(2,902.48)**
Equity	907.92	907.92
Other equity	38,327.42	30,653.29
Capital and net debt	**33,751.47**	**28,658.73**
Gearing ratio	**0.00%**	**0.00%**

On account of its strong financial position and cash flows, the Company has repaid significant portion of its borrowings during the current year. Hence there is a decrease in the ratio.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.41 Events after the Balance sheet date

The Board of Directors have recommended a final dividend of ₹ 8/- per equity share (80% of the face value of ₹ 10/- per share, including 20% special dividend to commemorate the golden jubilee year of operations of the Company). This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all shareholders on the Register of Members. Dividends will be taxed in the hands of receipient, hence there will be no liability in the hands of Company.

3.42 Disclosure pursuant to Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act read with the Companies (Meeting of Board and its powers)rules 2014 are as follows:
i) Details of investments are given in note 3.03.
ii) Details of loans given are - Nil
iii) Details of guarantees given - Nil

3.43 Key Ratios

Particulars	As at 31 March 2025	As at 31 March 2024	Variance
Current ratio	3.66	3.38	8%
Debt-equity ratio	0.01	0.01	0%
Debt service coverage ratio	-	18.83	-100%
Return on equity ratio	0.21	0.26	-19%
Inventory turnover ratio	5.67	5.26	8%
Trade receivables turnover ratio	5.87	5.79	1%
Trade payables turnover ratio	23.87	13.99	71%
Net capital turnover ratio	2.52	3.25	-22%
Net profit ratio	0.16	0.18	-11%
Return on capital employed	0.28	0.35	-20%
Return on investment	-	1.52	-100%

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Items included in above ratios

Particulars	Formula (Numerator/ Denominator)	Remarks for 25% change
Current ratio	Current assets / current liabilities	
Debt-equity ratio	Total debt / shareholder's equity	
Debt service coverage ratio	Earnings available for debt service /debt service (debt service = interest & lease payments + principal repayments)	There were no term loan repayment during the financial year 2024-25.
Return on equity ratio	Net profits after taxes / average shareholder's equity	
Inventory turnover ratio	Sales / average inventory	
Trade receivables turnover ratio	Credit sales / average accounts receivable	
Trade payables turnover ratio	Purchases/ average trade payables	Average accounts payables net of provision has decreased by 30% and net purchases increased by 17%, hence the increase.
Net capital turnover ratio	Net sales / working capital	
Net profit ratio	Net profit / net sales	
Return on capital employed	Earnings before interest and taxes /capital employed (capital employed = total assets-current liabilities)	
Return on investment	Dividend received / total investments	No dividend received from the Subsidiary company, Bamni Proteins Ltd, during the financial year ended 2024-25.

3.43.1 a) As per the information available with the Company, the Company has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

b) There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

c) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall

1) 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

2) provide any guarante, security or the like on behalf of the ultimate beneficiaries.

The Company has not received any fund from any persons or entities, including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall

1) 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

2) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

d) The Company has not traded or invested in crypto currency or virtual currency during the financial year ended March 31, 2025.

e) The title deeds of all the immovable properties held by the Company disclosed in the financial statements are held in the name of the Company.

f) The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

g) The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

h) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.43.2 Details of differences between stock statements submitted to Banks and books of accounts.

Name of Bank	Quarter	Particulars	Amount as per Submitted Stock Statements (A)	As per Books of Accounts (B)	Difference (A - B)	Remarks
1.SBI 2.HDFC 3.Standard Chartered Bank 4.SMBC 5 Mizuho Bank	Jun-24	Inventories (net of trade payables)	7,930.06	7,441.43	488.63	Refer note below

Note: The difference arises from the fact that the stock statements submitted to banks were prepared on a provisional basis prior to the finalisation of the monthly accounts.

3.44 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

3.45 The Company has not been declared as a willful defaulter by any bank or financial institution or other lender during the period.

3.46 The Company does not have any surrendered or undisclosed income during the year in the tax assessments under the Income-tax Act, 1961.

3.47 The Ministry of Corporate Affairs (MCA) has prescribed 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 uses SAP as accounting software for maintaining its books of accounts. Since enabling the feature of recording audit trail at the database level to log any direct data changes results in significant reduction in the performance capabilities of the software, the same was not enabled. However, the audit trail (edit logs) at the application level of the accounting software has operated throughout the year for all relevant transactions recorded in the software. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for the record retention.

Further, the Company has used accounting software Zoho Books for recording the retail sales with effect from 1 March 2024. The said accounting software is operated by a third-party software service provider. 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 Organisation) is not available for the year ended 31 March 2025.

3.48 Prior year comparatives have been regrouped/reclassified where necessary to conform with the current period/year classification. The impact of such restatements / regroupings are not material to financial statements.

This is the summary of accounting policies and other explanatory information referred to in our report of even date.

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN : 10607119

E. Nandakumar
Director
DIN : 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Independent Auditor's Report

To the Members of Nitta Gelatin India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Nitta Gelatin India Limited ('the Holding Company') and its subsidiary, Bamni Proteins Limited (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated 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 consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with 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 consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated 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 Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules 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.

Emphasis of Matter- Basis of Accounting of subsidiary company, Bamni Proteins Limited ('BPL')

4. We draw attention to note 3.47 of the consolidated financial statements which states that consequent to the Maharashtra Pollution Control Board ('MPCB') inspection of the factory premises of the subsidiary company, Bamni Proteins Limited ('BPL') and its order to stop the manufacturing activities vide order dated 13 March 2024, the Board of Directors of BPL had concluded that there is no viable solution to ensure sustainable operations of BPL both commercially and technically, and consequently, the Board of Directors of the BPL in its meeting dated 9 May 2024 resolved to permanently close the operations of BPL by 25 July 2024. Subsequently, the MPCB issued a restart order to BPL vide its order dated 2 August 2024 basis compliance with relevant regulations by BPL. However, in absence of any solution which is considered to be both technically and financially feasible, the Board of Directors of BPL have concluded that BPL is still not a going concern and accordingly, the financial statements of BPL used for the purpose of consolidation have been prepared on a basis other than going concern, as further detailed in the aforesaid note. Our opinion is not modified in respect of this matter

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
(a) Provisions and contingent liabilities relating to litigations: (refer note 3.30 of the accompanying consolidated financial statements): Following are the significant matters relating to litigations that are outstanding as at 31 March 2025: i. Customs duty: ₹ 1819.66 Lakhs ii.Other matters: ₹ 715.36 Lakhs The eventual outcome of these legal proceedings is dependent on the outcome of future events and unexpected adverse outcomes could significantly impact the Group's reported profits and balance sheet position. The amounts involved are material and the application of accounting principles as given under Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets, in order to determine the amount to be recorded as a liability or to be disclosed as a contingent liability, in each case, is inherently subjective, and needs careful evaluation and judgement to be applied by the management. Key judgements are also made by the management in estimating the amount of liabilities, provisions and/or contingent liabilities related to aforementioned litigations. Considering the degree of judgement, significance of the amounts involved, inherent high estimation uncertainty and reliance on external legal and tax experts, this matter has been identified as a key audit matter for the current year audit.	Our audit work included, but was not limited to the following procedures: • Obtained an understanding of the management process for: - identification of legal and tax matters initiated against the Group, - assessment of accounting treatment for each such litigation identified under Ind AS 37 accounting principles, and - measurement of amounts involved. • Evaluated the design and tested the operating effectiveness of key controls around above process. • Obtained an understanding of the nature of litigations pending against the Holding Company and discussed the key developments during the year for key litigations with the management and respective legal counsels handling such cases on behalf of the Holding Company. Tested the independence, objectivity and competence of such management experts involved. • On a sample basis, obtained and reviewed the necessary evidence which includes correspondence with the external legal counsels and where necessary, inspected minutes of case proceedings available in public domain, to support the decisions and rationale for creation of provisions and/ or disclosure of contingent liabilities in respect of each such litigation selected for testing. • Obtained confirmations directly from the external legal counsels to confirm management's assessment of outstanding litigation and asserted claims. • Reviewed each attorney response obtained as above to ensure that the conclusions reached are supported by sufficient legal rationale and adequate information is included for the management to determine the appropriate accounting treatment of such cases in the financial statements. • Assessed the appropriateness of methods used, and the reliability of underlying data for the underlying calculations made for quantifying the amounts involved. Tested the arithmetical accuracy of such calculations. • Involved our tax specialists to assess the Holding Company's interpretation and application of relevant tax laws to evaluate the appropriateness of key assumptions used and the reasonableness of estimates in relation to uncertain tax positions, taking into account past precedents. • Evaluated the disclosures made under provisions and contingent liability for their appropriateness in accordance with the applicable accounting standards.

Key audit matters	How our audit addressed the key audit matters
(b) Impairment assessment of the carrying value of Property, Plant and Equipment at Reva Division: (refer note 3.01 of the accompanying consolidated financial statements) As at 31 March 2025, the Group is carrying Property, Plant and Equipment at Reva Division ('PPE') aggregating to ₹ 3,526.92 Lakhs in its financial statements, which is considered to be a separate cash generating unit ('CGU'). These balances are subject to a test of impairment by the management in accordance with Ind AS 36, Impairment of Assets ('Ind AS 36') in the current year as the management has identified impairment indicators in prior years as explained in note 3.01(e) to the accompanying financial statements. The Holding Company has engaged external valuation expert to determine recoverable value of the PPE using discounted cash flow method which involves significant management judgement and high estimation uncertainty relating to future cash flow projections using assumptions relating to budgeted revenue, operating margins, growth rates and appropriate discount rate. As mentioned in note 3.01(e) to the consolidated financial statements, based on aforesaid impairment testing of the carrying value of PPE carried out by the management as at 31 March 2025, no provision is required to be carried in the books against such assets as the recoverable value of the CGU exceeds its carrying value and the entire provision of ₹ 531.95 Lakhs has been reversed during the current year. Considering the materiality of the amounts involved, significant judgment and high estimation uncertainty in determining the recoverable value of such PPE, this matter has been identified as a key audit matter in the current year audit.	Our audit work included, but was not restricted to, the following procedures: • Obtained an understanding of the management process and performed a walkthrough to evaluate design effectiveness and tested operating effectiveness of key controls around identification of impairment indicators, impairment testing of property plant and equipment which include identification of cash generating units at which level such impairment testing is required to be performed. • Obtained the business plans of Reva Division of the Holding Company for the identified cash-generating unit, to corroborate the future cash flows used in value-in-use determination. • Obtained the impairment analysis carried out by the management and report from valuation specialist engaged by the management. Tested the assumptions used for determination of value-in-use of the cash generating unit. • Engaged the auditor's expert to assess the reasonableness of the valuation conducted by the management's expert. • Performed sensitivity analysis in respect of the key assumptions used, including revenue growth rates, cost reduction targets and discount rate to verify appropriateness of such assumptions. • Compared the actual results of estimates made in prior period to assess accuracy of management's estimates. • Assessed appropriateness of the disclosures made by the management for impairment assessment of carrying value of PPE.

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

7. The Holding 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 consolidated financial statements and our auditor's report thereon.

The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 consolidated financial statements.

12. 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.

13. 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.

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

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

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act has paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the subsidiary company incorporated in India whose financial statements have been audited under the Act has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of companies included in the consolidated financial statements and covered under the Act we report that:

Following are the qualifications/adverse remarks reported by us in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2025 for which such Order reports have been issued till date:

Sl. No	**Name**	**CIN**	**Holding Company/ subsidiary/ Associate/Joint Venture**	**Clause number of the CARO report which is qualified or adverse**
1	Nitta Gelatin India Limited	L24299KL1975PLC002691	Holding Company	(ii)(b) (vii)(a)
2	Bamni Proteins Limited	U24231KL1997PLC011971	Subsidiary Company	(ii)(b)

18. 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 aforesaid consolidated financial statements;

   b) Except for the matters stated in paragraph 18(i)(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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

   c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

   d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;

   e) On the basis of the written representations received from the directors of the Holding Company, its subsidiary and taken on record by the Board of Directors of the Holding Company, its subsidiary, covered under the Act, none of the directors of the Holding Company, its subsidiary, are disqualified as on 31 March 2025 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 with respect to the consolidated financial statements are as stated in paragraph 18(b) above on reporting under section 143(3)(b) of the Act and paragraph 18(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 Holding Company and its subsidiary covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in note 3.30 to the consolidated financial statements;

      ii. The Holding Company and its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2025. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company covered under the Act during the year ended 31 March 2025;

      iv.

         a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief , as disclosed in note 3.44.1(c) to the consolidated 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 Holding Company or its subsidiary 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 Holding Company, or any such subsidiary ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

         b. The respective managements of the Holding Company and its subsidiary, incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the note 3.44.1(c) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary, from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary 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 by us, 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 Holding Company during the year ended 31 March 2025 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.

As stated in note 3.41 to the accompanying consolidated financial statements, the respective Board of Directors of the Holding Company and its subsidiary company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the respective 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.

vi. As stated in note 3.48 to the consolidated financial statements and based on our examination which included test checks except for instances mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 1 April 2023, have used accounting software for maintaining their 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 exception given below. Furthermore, the audit trail have been preserved by the Holding Company and its subsidiary as per the statutory requirements for record retention.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software	The audit trail feature was not enabled at the database level for accounting software SAP ERP to log any direct data changes, used for maintenance of all accounting records by the Holding Company and its subsidiary.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature.	The accounting software used by the Holding Company for maintenance of retail sales 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

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAE6016

Chennai
2 May 2025

Annexure I to the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the consolidated financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to 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 consolidated financial statements of Nitta Gelatin India Limited ('the Holding Company') and its subsidiary, Bamni Proteins Limited, (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

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

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are 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 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 internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, 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 on Audit of Internal Financial Controls Over Financial Reporting ('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 internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

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.

Annexure I to the Independent Auditor's Report of even date to the members of Nitta Gelatin India Limited on the consolidated financial statements for the year ended 31 March 2025

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

8. In our opinion, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, 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 issued by the ICAI.

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

Vijay Vikram Singh
Partner
Membership No.: 059139
UDIN: 25059139BMKTAE6016

Chennai
2 May 2025

Nitta Gelatin India Limited

Consolidated Balance Sheet as at 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current Assets			
(a) Property, plant and equipment	3.01	11,611.58	11,308.41
(b) Capital work-in-progress	3.01	1,907.93	787.88
(c) Intangible assets	3.02	70.99	77.82
(d) Financial assets			
(i) Investments	3.03	111.42	110.47
(ii) Loans	3.04	6.70	6.79
(iii) Other financial assets	3.05	471.05	445.85
(e) Non-current tax assets (net)		1,128.05	1,234.85
(f) Other non-current assets	3.06	2,076.56	1,256.39
Total Non-current Assets		**17,384.28**	**15,228.46**
Current Assets			
(a) Inventories	3.07	9,182.53	9,642.63
(b) Financial assets			
(i) Investments	3.03	633.42	-
(ii) Trade receivables	3.08	9,471.70	8,531.34
(iii) Cash and cash equivalents	3.09	11,155.75	3,446.70
(iv) Bank balances other than cash and cash equivalents	3.10	2,752.97	4,122.73
(v) Loans	3.04	5.19	4.03
(vi) Other financial assets	3.05	244.12	126.24
(c) Other current assets	3.06	673.52	1,170.89
Total Current Assets		**34,119.20**	**27,044.56**
Total Assets		**51,503.48**	**42,273.02**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	3.11	907.92	907.92
(b) Other equity	3.12	41,283.19	33,435.42
Equity attributable to owners of the parent		**42,191.11**	**34,343.34**
Non controlling interests		708.59	696.73
Total Equity		**42,899.70**	**35,040.07**
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	3.13	421.56	409.12
(b) Provisions	3.17	95.60	77.02
(c) Deferred tax liabilities (net)	3.14	635.71	417.63
Total Non-current Liabilities		**1,152.87**	**903.77**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	3.13	2,645.50	995.89
(ii) Trade payables			
a) Total outstanding dues of micro and small enterprises	3.15	267.19	126.26
b) Total outstanding dues of creditors other than micro and small enterprises	3.15	2,366.61	2,592.06
(iii) Other financial liabilities	3.16	645.56	555.80
(b) Other current liabilities	3.18	679.73	760.48
(c) Provisions	3.17	123.15	503.71
(d) Current tax liability (net)		723.17	794.98
Total Current Liabilities		**7,450.91**	**6,329.18**
Total Equity and Liabilities		**51,503.48**	**42,273.02**

Nitta Gelatin India Limited

Consolidated Balance Sheet as at 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

See accompanying notes forming part of these consolidated financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN : 10607119

E. Nandakumar
Director
DIN : 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
INCOME			
Revenue from operations	3.19	53,271.75	53,273.30
Other income	3.20	1,186.61	1,119.13
Total income		**54,458.36**	**54,392.43**
EXPENSES			
Cost of materials consumed	3.21	24,363.38	23,344.12
Changes in inventories of finished goods and work-in-progress	3.22	226.77	(726.46)
Employee benefits expense	3.23	5,018.53	5,709.64
Finance costs	3.24	98.98	240.00
Depreciation and amortisation expenses	3.25	1,448.42	1,514.61
Other expenses	3.26	13,330.67	12,672.67
Total expenses		**44,486.75**	**42,754.58**
Profit before exceptional items and tax		**9,971.61**	**11,637.85**
Exceptional items	3.26.1	**1,200.36**	**-**
Profit before tax		**11,171.97**	**11,637.85**
Tax expense			
Current tax	3.35	2,559.98	2,858.72
(Reversal of excess provision) / Income tax relating to earlier years		(12.98)	49.65
Deferred tax credit		218.75	318.61
Profit for the year		**8,406.22**	**8,410.87**
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss:			
a) Re-measurement gain / (loss) on defined benefit plans		33.44	(14.03)
Income tax relating to items that will not be subsequently reclassified to profit or loss		(8.42)	3.53
		25.02	**(10.50)**
b) Measurement of financial assets through other comprehensive income		0.95	9.64
Income tax relating to items that will not be subsequently reclassified to profit or loss		(0.20)	(2.00)
		0.75	**7.64**
Net of items that will not be reclassified subsequently to profit or loss:		**25.77**	**(2.86)**
Items that will be reclassified subsequently to profit or loss:			
a) (Loss) / gain recognised on cash flow hedges		(36.90)	2.93
Income tax relating to items that will be reclassified to profit or loss		9.29	(0.74)
Net of items that will be reclassified subsequently to profit or loss:		**(27.61)**	**2.19**
Total other comprehensive loss, net of tax		**(1.84)**	**(0.67)**
Total comprehensive income for the year		**8,404.38**	**8,410.20**
Profit attributable to:			
Equity holders of the Company		**8,394.36**	**8,264.28**
Non-controlling interest		**11.86**	**146.59**
Other comprehensive loss attributable to:			
Equity holders of the Company		**(1.84)**	**(0.67)**
Non-controlling interest		**-**	**-**
Total comprehensive income attributable to:			
Equity holders of the Company		**8,392.52**	**8,263.61**
Non-controlling interest		**11.86**	**146.59**
Earnings per equity share (₹ per share)			
Basic	3.27	**92.46**	**91.02**
Diluted	3.27	**92.46**	**91.02**

Nitta Gelatin India Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

See accompanying notes forming part of these consolidated financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN : 10607119

E. Nandakumar
Director
DIN : 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited

Consolidated Statement of Cash Flows for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities:			
Profit before tax		11,171.97	11,637.85
Adjustments for:			
Depreciation and amortisation expense	3.25	1,448.42	1,514.60
(Gain) / loss on disposal of property, plant and equipment (net)		(615.86)	56.97
Finance costs	3.24	98.98	240.00
Interest income		(720.46)	(275.93)
Dividend income from non-current investments	3.20	(1.35)	-
Unrealised gain from investment in mutual funds	3.03	(33.42)	-
Liabilities / provisions no longer required written back		(642.55)	(0.24)
Writedown of capital work-in-progress to net realisable value		0.99	22.12
Unrealised foreign exchange gain (net)		(41.36)	(16.03)
Operating profit before working capital changes		**10,665.36**	**13,179.34**
Adjustments for changes in working capital:			
Decrease / (increase) in trade receivables, other financial assets and other current assets		303.29	(587.41)
Decrease / (increase) in inventories	3.07	460.10	(336.52)
(Decrease) / increase in trade payables, other financial liabilities and other current liabilities		(1,044.97)	271.74
(Decrease) / increase in provisions		(328.53)	100.70
Cash generated from operations		**10,055.25**	**12,627.85**
Income taxes paid (net of refund)		(2,511.99)	(3,222.50)
Net cash generated from operating activities - (A)		**7,543.26**	**9,405.35**
B. Cash flow from investing activities:			
Payments for purchase of property, plant and equipment, capital work in progress and intangible assets		(3,444.78)	(1,624.51)
Proceeds from disposal of property, plant and equipment		1,070.12	18.17
Investments in mutual funds (net)	3.03	(600.00)	-
Decrease/(increase) in other bank balances with maturity more than three months		1,367.62	(4,052.40)
Divident received	3.20	1.35	-
Interest received		717.37	268.58
Net cash used in investing activities - (B)		**(888.32)**	**(5,390.16)**
C. Cash flow from financing activities:			
Repayment of non-current borrowings		-	(278.83)
Proceeds / (repayment) of current borrowings (net)		1,683.25	(2,238.16)
Dividend paid		(542.61)	(829.40)
Interest paid		(86.53)	(244.42)
Net cash generated from / (used in) financing activities - (C)		**1,054.11**	**(3,590.81)**
Net increase in cash and cash equivalents - (A+B+C)		**7,709.05**	**424.38**
Cash and cash equivalents at beginning of the year		**3,446.70**	**3,022.32**
Cash and cash equivalents at the end of the year		**11,155.75**	**3,446.70**
Net increase in cash and cash equivalents		**7,709.05**	**424.38**
Components of cash and cash equivalents (refer note 3.09)			
a) Cash on hand		1.89	4.36
b) Balance with banks :			
- in current accounts		448.49	520.82
- in deposit accounts with a maturity of less than three months		10,705.37	2,921.52
		11,155.75	**3,446.70**

The above Consolidated Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard 7 (Ind AS 7) - Statement of Cash Flows.
See accompanying notes forming part of these consolidated financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN : 10607119

E. Nandakumar
Director
DIN : 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Nitta Gelatin India Limited

Consolidated Statement of Changes in Equity for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

A. Equity share capital

	Number (in Lakhs)	Amount
As at 1 April 2023	**90.79**	**907.92**
Add: issued and subscribed during the year	-	-
As at 31 March 2024	**90.79**	**907.92**
Add: issued and subscribed during the year	-	-
As at 31 March 2025	**90.79**	**907.92**

Reconciliation for instruments entirely equity in nature

Particulars	As at 1 April 2024	Changes in equity share capital due to prior period errors	Restated balance as at 1 April 2024	Changes in equity share capital during the current year	As at 31 March 2025
Equity share capital	907.92	-	907.92	-	907.92

Reconciliation for instruments entirely equity in nature

Particulars	As at 1 April 2023	Changes in equity share capital due to prior period errors	Restated balance as at 1 April 2024	Changes in equity share capital during the current year	As at 31 March 2024
Equity share capital	907.92	-	907.92	-	907.92

Nitta Gelatin India Limited

Consolidated Statement of Changes in Equity for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

B. Other equity

	Equity component of compound financial instrument	Reserves and Surplus						Items of other comprehensive income			Total other equity	Non-controlling interests	Total
		Securities premium reserve	Retained earnings	Special export reserve	Capital redemption reserve	Capital reserve on merger	General reserve	Effective portion of cash flow hedges	Equity instruments through other comprehensive income	Other items of other comprehensive income / (loss)			
Balance as at 1st April 2024	**984.43**	**2,895.90**	**17,467.76**	**79.00**	**1,580.00**	**2,750.62**	**7,947.86**	**2.19**	**23.84**	**(296.18)**	**33,435.42**	**696.73**	**34,132.15**
Profit for the year	-	-	8,394.36	-	-	-	-	-	-	-	8,394.36	11.86	8,406.22
Other comprehensive income / (loss)	-	-	-	-	-	-	-	(27.61)	0.75	25.02	(1.84)	-	(1.84)
Transactions with owners of the Company													
Dividend paid during the year	-	-	(544.75)	-	-	-	-	-	-	-	(544.75)	-	(544.75)
Balance as at 31 March 2025	**984.43**	**2,895.90**	**25,317.37**	**79.00**	**1,580.00**	**2,750.62**	**7,947.86**	**(25.42)**	**24.59**	**(271.16)**	**41,283.19**	**708.59**	**41,991.79**
Balance as at 1 April 2023	**984.43**	**2,895.90**	**9,938.16**	**79.00**	**1,580.00**	**2,750.62**	**7,947.86**	**-**	**16.20**	**(339.43)**	**25,852.74**	**700.14**	**26,552.88**
Profit for the year	-	-	8,264.28	-	-	-	-	-	-	-	8,264.28	146.59	8,410.87
Other comprehensive income / (loss)	-	-	-	-	-	-	-	2.19	7.64	(10.50)	(0.67)	-	(0.67)
Transfer to retained earnings	-	-	(53.75)	-	-	-	-	-	-	53.75	-	-	-
Transactions with owners of the Company													
Dividend paid during the year	-	-	(680.93)	-	-		-	-	-	-	(680.93)	(150.00)	(830.93)
Balance as at 31 March 2024	**984.43**	**2,895.90**	**17,467.76**	**79.00**	**1,580.00**	**2,750.62**	**7,947.86**	**2.19**	**23.84**	**(296.18)**	**33,435.42**	**696.73**	**34,132.15**

See accompanying notes forming part of these consolidated financial statements.

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

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN : 10607119

Sahasranaman P.
Chief Financial Officer

E. Nandakumar
Director
DIN : 01802428

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025

(All amounts are in ₹ Lakhs, unless otherwise stated)

1. General Information:
Nitta Gelatin India Limited (‘the Holding Company’/ ‘NGIL’), a public limited company, operates in the business of manufacture and sale of ossein, gelatin and collagen peptide. The Holding Company’s shares are listed for trading on BSE Limited in India. The address of the Registered office of the Holding Company is Nitta Center, SBT Avenue, Panampilly Nagar, Ernakulam, Kerala, 682036.

The consolidated financial statements comprise financial statements of Holding Company and its subsidiary (together referred to as the ”Group”).

The consolidated financial statements for the year ended 31 March 2025 were authorized and approved for issue by the Board of Directors on 02 May 2025. The revision to the consolidated financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

2. Summary of material accounting policies

a) Basis of accounting and preparation and statement of complaince
These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and the presentation and disclosures requirement of Division II of Schedule III to the Act (Ind AS compliant Schedule III), as applicable and the guidelines issued by the Securities and Exchange Board of India.

The consolidated financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, except for certain financial assets and financial liabilities (including derivative instruments) that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest Lakhs, except when otherwise indicated.

The accounting policies have been applied consistently over all the periods presented in this financial statements except where newly issued accounting standard is initially adopted.

The financial statements of the subsidiary company has been prepared using a basis of accounting other than going concern- refer note 3.47

b) Basis of consolidation
The consolidated financial statements of the group include :

Subsidiary	Country of incorporation	Percentage of share holding/voting power	
		31 March 2025	31 March 2024
Bamni Proteins Limited	India	82.35%	82.35%

The consolidated financial statements comprise of the financial statements of the Holding Company and its subsidiary as at 31 March 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group’s voting rights and potential voting rights
- The size of the Group’s holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial

(All amounts are in ₹ Lakhs, unless otherwise stated)

b) Basis of consolidation *(cont'd)*

statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2025. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12, Income taxes, applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Non-controlling interest represents the amount of equity not attributable, directly or indirectly, to the Company at the date on which investment in a subsidiary is made and its share of movements in equity since that date. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

c) Use of estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The Group bases its estimates and assumptions on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Significant management judgements

The following are significant management judgements in applying the accounting policies of the Group that have

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

c) Use of estimates *(cont'd)*

the most significant effect on the amounts recognized in the financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Classification of leases

The Group enters into leasing arrangements for some assets. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the land and office premises and the fair value of the asset, that it does not retain significant risks and rewards of ownership of the land and the office premises and accounts for the contracts as operating leases.

Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets. In assessing impairment, management estimates the recoverable amount of each asset or cash generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Recoverability of advances/receivables

At each Balance Sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable/amortisable assets

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

Defined benefit obligation (DBO)

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

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Contingent liabilities are not recognised but are disclosed in notes to accounts.

d) Current versus non-current classification

The Group presents assets and liabilities in the Consolidated Balance Sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the

(All amounts are in ₹ Lakhs, unless otherwise stated)

settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has evaluated and considered its operating cycle as 12 months.

Deferred tax assets / liabilities are classified as non-current assets / liabilities.

e) Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

For qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy based on Ind AS 23, Borrowing costs. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Consolidated Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The Group depreciates property, plant and equipment (other than service equipment) over their estimated useful lives using the straight-line method. Depreciation on service equipment and other items of property, plant and equipment is provided on Written Down Value Method based on the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review by the management at the year-end.

Asset Category	Useful lives (in years)
Factory Building	30
Office Building	60
Plant and Equipment	5 - 25
Furniture and Fixtures	10
Office equipment	5
Vehicles	8

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components). The cost of replacement spares / major inspection relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

f) Intangible assets

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment. Advances paid towards the acquisition of intangible assets outstanding at each Consolidated Balance Sheet date are disclosed as other non-current assets and the cost of intangible assets not ready for their intended use before such date are disclosed as intangible assets under development.

The Group amortizes intangible assets over their estimated useful lives using the Written-Down Value method. The estimated useful lives of assets are as follows:

Asset Category	Useful lives (in years)
Computer software	5

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

The residual values, useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

g) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Group estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs

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is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Consolidated 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 Consolidated Statement of Profit and Loss.

h) Revenue recognition

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflect the consideration to which the Group is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price, net of variable consideration and excluding taxes or duties collected on behalf of the government. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Sale of goods

Revenue from sale of goods is recognized when the control on the goods have been transferred to the customers. The performance obligation in case of sale of goods is satisfied at a point in time, i.e., when the material is shifted to the customer or on delivery to the customer as may be specified in the contract.

Export incentives

Income from export incentives are recognised when the right to receive credit as per the terms of the scheme is established and when there is certainty of realisation.

Interest income

Interest income is reported on an accrual basis using the effective interest method and is included under the head "Other income" in the Consolidated Statement of Profit and Loss.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Rental income

Rental income arising from operating leases on investment properties is accounted for over the lease terms and is included in revenue in the Consolidated Statement of Profit or Loss due to its operating nature.

i) Employee benefits

Employee benefits include superannuation, provident fund, employee state insurance scheme, gratuity and compensated absences. Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee benefits.

Defined contribution plan

Retirement benefit in the form of provident fund and employee state insurance scheme is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund and employee state insurance scheme. The Group recognises contribution payable to the schemes as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Group has defined contribution plans for employees comprising of superannuation, provident fund and employee's state insurance. The contributions paid / payable to these plans during the year are charged to the Consolidated Statement of Profit and Loss for the year.

Defined benefit plan

Gratuity

Payment of Gratuity to employees is covered by the KCPL Gratuity Trust Scheme based on the Group Gratuity cum Assurance Scheme of the LIC of India, which is a defined benefit scheme and the Group make contributions under the said scheme. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets (if any). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Long term employee benefits

Compensated absences

The Group provides benefit of compensated absences under which unavailed leave are allowed to be accumulated to be availed in future. The compensated absences comprises of vesting as well as non vesting benefit. The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method.

The present value of the defined benefit obligation denominated in ₹ is determined by discounting the estimated future cash outflows by reference to market

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yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Net interest expense on the net defined benefit liability is included in finance costs.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Group transfers those amounts recognized in other comprehensive income to retained earnings in the Consolidated Statement of Changes in Equity and in the Consolidated Balance Sheet.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

j) Foreign currency transactions

Functional and presentation currency

The functional currency of the Group is the Indian Rupee. These consolidated financial statements are presented in Indian Rupees (₹)

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Consolidated Statement of Profit or Loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit and Loss on a net basis within other gains / (losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

k) Inventories

Inventories are valued at lower of cost or net realisable value, item wise. For this purpose, the cost of bought-out inventories comprise of the purchase cost of the items, net of applicable tax / duty credits and cost of bringing such items into the factory on a weighted average basis. The cost of manufactured inventories comprises of the direct cost of production plus appropriate overheads. The net realizable value of bought out inventories is taken at their current replacement value.

l) Research and development

Revenue expenditure (net of recoveries) pertaining to research is charged to the Consolidated Statement of Profit and Loss in the year in which it is incurred. Costs of development of products is also charged to the Consolidated Statement of Profit and Loss in the year it is incurred, unless a products technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises of expediture that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Property, plant and equipment utilised for research and development are capitalised and depreciated in accordance with the policies stated for property, plant and equipment.

m) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants for non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

n) Income taxes

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end

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of the reporting period in the countries where the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Consolidated Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

o) Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

p) Financial instruments

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Debt instruments at amortised cost;

ii. Debt instruments at fair value through other comprehensive income (FVTOCI);

iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL); and

iv. Equity investments.

i. Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose

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p) Financial instruments *(cont'd)*

objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

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

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Consolidated Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Consolidated Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

iv. Equity investments

All equity investments in scope of Ind AS 109, Financial instruments, are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103, Business combinations, applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Group's Consolidated Balance Sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement ₹ and either (i) the Group has transferred substantially all the risks and rewards of the asset, or (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured

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p) Financial instruments *(cont'd)*

on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains / losses attributable to changes in own credit risk are recognized in OCI. These gains / loss are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Consolidated Statement of Profit and Loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Financial guarantee contracts

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

Derecognition of financial liabilities

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

Derivative financial instruments and Hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks arising from highly probable future forecasted sales. This derivative financial instrument are designated in a cash flow hedge relationship. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in

(All amounts are in ₹ Lakhs, unless otherwise stated)

p) Financial instruments *(cont'd)*

offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an on-going basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the Consoldiated Statement of Profit and Loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss and is reclassified to underlying hedged item. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs.

q) Impairment of financial assets

In accordance with Ind AS 109, Financial instruments, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

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

Trade receivables

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward looking information to calculate the expected credit losses using a provision matrix.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

r) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

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

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

Level 3 - Valuation techniques for which the lowest level

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input that is significant to the fair value measurement is unobservable

s) Cash and cash equivalents

Cash and cash equivalent in the statement of financial position comprises cash at banks and on hand, demand deposits, short-term deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value.

t) Dividend distribution to equity holders

Dividends to the Group's equity shareholders are recognised when the dividends are approved for payment by the shareholders.

u) Earnings per Share (EPS)

Basic EPS 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. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Group (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

v) Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These are material items of income or expense that have to be shown separately due to their nature or incidence.

x) Recent accounting pronouncements

The Ministry of Corporate Affairs notifies new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. Following are the amendments which are effective from 1 April 2024:

(i) Amendments to Ind AS 116 -
Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains

(ii) Introduction of Ind AS 117
MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Group's consolidated financial statements.

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3.01 Property, plant and equipment (PPE) and Capital work-in-progress

	Freehold Land	Right Of Use Asset Leasehold Land	Building	Plant & Equipment	Furniture and fixtures	Office equipment	Vehicles	Total PPE	Capital work-in-progress
Gross carrying amount:									
Balance as at 1 April 2023	**470.37**	**1,152.06**	**3,960.86**	**14,526.21**	**94.43**	**213.91**	**103.84**	**20,521.68**	**663.12**
Additions	-	0.12	364.37	1,082.32	9.56	64.76	30.73	1,551.86	458.15
Disposals	-	-	(4.22)	(428.46)	(0.72)	(12.75)	-	(446.15)	(311.27)
Balance as at 31 March 2024	**470.37**	**1,152.18**	**4,321.01**	**15,180.07**	**103.27**	**265.92**	**134.57**	**21,627.39**	**810.00**
Additions	-	-	345.90	1,066.15	34.09	60.02	103.69	1,609.85	1,595.03
Disposals	(253.66)	-	(249.90)	(316.18)	(5.25)	(45.37)	(44.27)	(914.63)	(473.99)
Balance as at 31 March 2025	**216.71**	**1,152.18**	**4,417.01**	**15,930.04**	**132.11**	**280.57**	**193.99**	**22,322.61**	**1,931.04**
Accumulated depreciation and impairment									
Balance as at 1 April 2023	**-**	**152.99**	**1,608.75**	**7,219.51**	**58.97**	**153.01**	**37.16**	**9,230.39**	**-**
Depreciation charge for the year (refer note 3.25)	-	12.07	213.03	1,153.16	9.81	45.99	25.56	1,459.62	-
Disposals	-	-	(1.22)	(357.31)	(0.68)	(11.82)	-	(371.03)	-
Provision for write down of capital work-in-progress	-	-	-	-	-	-	-	-	22.12
Balance as at 31 March 2024 -	**-**	**165.06**	**1,820.56**	**8,015.36**	**68.10**	**187.18**	**62.72**	**10,318.98**	**22.12**
Depreciation charge for the year (refer note 3.25)	-	12.07	235.04	1,053.90	10.13	49.31	36.32	1,396.77	-
Disposals	-	-	(179.20)	(219.85)	(4.89)	(42.83)	(26.00)	(472.77)	-
Provision for write down of capital work-in-progress (refer note g below)	-	-	-	-	-	-	-	-	0.99
Impairment loss reversal (refer note e below)	-	-	-	(531.95)	-	-	-	(531.95)	-
Balance as at 31 March 2025	**-**	**177.13**	**1,876.40**	**8,317.46**	**73.34**	**193.66**	**73.04**	**10,711.03**	**23.11**
Net carrying amount									
As at 31 March 2024	**470.37**	**987.12**	**2,500.45**	**7,164.71**	**35.17**	**78.74**	**71.85**	**11,308.41**	**787.88**
As at 31 March 2025	**216.71**	**975.05**	**2,540.61**	**7,612.58**	**58.77**	**86.91**	**120.95**	**11,611.58**	**1,907.93**

Note:

a. **Contractual obligations**
Refer note 3.31.

b. **Property, plant and equipment pledged as security**
Refer note 3.28

c. Additions to property, plant and equipment include research and development assets capitalised during the year ₹ 4.69 Lakhs (31 March 2024 - ₹ 9.89 Lakhs) (refer note 3.26.2)

d. The gross carrying value, accumulated depreciation and net carrying value as at 31 March 2025 and 31 March 2024 includes the assets of M/s Reva Proteins Limited, erstwhile subsidiary company, (the 'Transferor Company") which was merged with the Company w.e.f 1 April 2017 as per the orders of the National Company Law Tribunal, Chennai dated 27 March 2019. The carrying value of assets and liabilities of the Transferor Company as of 01 April 2017 was taken over and included in the values of assets and liabilities of the Group.

e. Performance of the plant in Reva Division, Bharuch of the Group is reported as a cost centre for products used captively for manufacture of Gelatin and profit centre for products sold to external customers (including Group Company). The management was not utilising the installed capacity in full due to higher manufacturing cost and a provision for impairment amounting to ₹ 531.95 Lakhs was created during previous years based on impairment testing carried out then in the manner prescribed in Ind AS 36. Due to increase in manufacturing activity, the unit has started generating sustainable positive cash flows from these identifiable group of assets . The management has performed an impairment assessment and concluded that the recoverable value of this cash generating unit exceeds its carrying value as on 31 March 2025 and hence no provision is required to be carried in books. Accordingly, provision for impairment amounting to ₹ 531.95 Lakhs has been reversed during the current year and such reversal of provision is presented as an exceptional item in the Consoldiated Statement of Profit and Loss for the year ended 31 March 2025.

f. Right of Use Asset includes "Leasehold land" which represents land obtained on long term lease from various Government authorities.

g. Capital work-in-progress of the subsidiary company has been written down to ₹ Nil to conform to the basis of accounting other than going concern followed by the subsidiary company. Refer note 3.47.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.01.01 Capital work-in-progress (CWIP)

CWIP ageing schedule

CWIP	Amount in CWIP as at 31 March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,499.54	394.39	7.26	6.74	1,907.93

CWIP	Amount in CWIP as at 31 March 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	383.78	224.33	176.71	3.06	787.88

There are no Capital work-in-progress which are overdue or has exceeded the costs compared to its original plan as at 31 March 2025 or 31 March 2024.

3.02 Intangible assets

	Software
Gross carrying amount:	
Balance as at 1 April 2023	**229.07**
Additions	38.95
Balance as at 31 March 2024	**268.02**
Additions	45.15
Disposals	8.33
Balance as at 31 March 2025	**304.84**
Accumulated depreciation	
Balance as at 1 April 2023	**135.21**
Amortisation for the year (refer note 3.25)	54.99
Balance as at 31 March 2024	**190.20**
Amortisation for the year (refer note 3.25)	51.65
Disposals	8.00
Balance as at 31 March 2025	**233.85**
Net carrying amount	
As at 31 March 2024	**77.82**
As at 31 March 2025	**70.99**

Note:

Contractual obligation

There are no contractual commitments for the acquisition of intangible assets.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2025	As at 31 March 2024
3.03	**Investments**		
	Non-current		
	a) Investments in Equity Instruments		
	At FVOCI, Quoted #		
	(a) 4,200 (4,200) equity shares of ₹1 each in State Bank of India, fully paid up	32.48	31.53
	(b) 100 (100) equity shares of ₹10 each in Industrial Finance Corporation of India Limited, fully paid up	0.04	0.04
	Aggregate amount of quoted investments	**32.52**	**31.57**
	At FVTPL, Unquoted		
	(a) 60,000 (60,000) fully paid up equity shares of ₹ 10 each in Kerala Enviro Infrastructure Limited	6.00	6.00
	(b) 3,00,000 (3,00,000) fully paid up equity shares of ₹ 10 each in Seafood Park India Limited	31.50	31.50
	(c) 50,000 (50,000) fully paid up equity shares of ₹ 10 each in Cochin Waste 2 Energy Private Limited	5.00	5.00
	Less: provision for impairment of investments	(5.00)	(5.00)
	(d) 4,14,000 (4,14,000) fully paid up equity shares of ₹ 10 each in Narmada Clean Tech Limited	41.40	41.40
	Aggregate amount of unquoted investments	**78.90**	**78.90**
	Total non current investments	**111.42**	**110.47**
	Aggregate amount of quoted investments	32.52	31.57
	Aggregate market value of quoted investments	32.52	31.57
	Aggregate amount of unquoted investments	83.90	83.90
	Aggregate amount of impairment in value of investments	(5.00)	(5.00)

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Group have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

		As at 31 March 2025	As at 31 March 2024
	Current		
	Investments carried at fair value through profit and loss - mutual funds		
	Quoted		
	3,194,899 (31 March 2024: ₹ Nil) units of HDFC Arbitrage Mutual Fund	633.42	-
		633.42	**-**
	Aggregate amount of quoted investments	633.42	-
	Total current investments	**633.42**	**-**
3.04	**Loans**		
	Non-current		
	(Unsecured, considered good)		
	Loan to employees	6.70	6.79
		6.70	**6.79**
	Current		
	(Unsecured, considered good)		
	Loan to employees	5.19	4.03
		5.19	**4.03**

The loans are given to employees at an interest rate which is aligned with the market rate of interest. There are no amounts which are over due.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2025	As at 31 March 2024
3.05	**Other financial assets**		
	Non-current		
	(Unsecured, considered good)		
	Security deposits (refer note (a) below)	444.37	416.34
	Balances with banks - deposit accounts with remaining maturity period greater than 12 months (refer note (b) below)	5.60	10.57
	Earmarked balances with banks for unpaid dividend (refer note (c) below)	21.08	18.94
		471.05	**445.85**
	Current		
	(Unsecured, considered good)		
	Security deposits	1.72	2.09
	Advances recoverable in cash or in kind (refer note (d) below)	86.80	90.10
	Hedge asset (foreign exchange forward contract)	-	2.93
	Others	155.60	31.12
		244.12	**126.24**

(a) Includes deposit given to Maharashtra State Electricity Board (MSEB) amounting to ₹ 63.59 Lakhs.

(b) Balance with banks in deposit accounts (having original maturity period of more than 12 months) represents ₹ 5.60 Lakhs (₹ 5.36 Lakhs as on 31 March 2024) held as security against bank guarantees.

(c) Not due for deposit in the Investor Education and Protection Fund.

(d) Represents salary advances given to employees in accordance with the employement policy.

(e) The balance as on 31 March 2025 is not due for deposit in the Investor Education and Protection Fund.

		As at 31 March 2025	As at 31 March 2024
3.06	**Other assets**		
	Non-current		
	(Unsecured, considered good)		
	i. Capital advance	723.31	52.74
	ii. Advances other than capital advances;		
	a. Other advances		
	Advance to suppliers	214.38	100.52
	Prepaid expenses	77.00	26.54
	iii. Others		
	Export incentive receivable [refer note (a) below]	989.80	1,004.52
	VAT refund receivable	6.28	6.28
	Deposit with government authorities	65.79	65.79
	(Unsecured, considered doubtful)		
	Export incentive receivable [refer note (a), (b) and (c) below]	184.22	184.22
	Less: provision for doubtful receivable	(184.22)	(184.22)
		2,076.56	**1,256.39**
	Current		
	(Unsecured, considered good)		
	i. Advances other than capital advances;		
	Advances to suppliers and contractors	152.72	685.30
	Prepaid expenses	251.23	236.00
	ii. Others		
	Balances with statutory authorities	-	34.15
	Export incentive receivable / benefit (RoDTEP & Advance authorisation)	269.57	210.71
	Others	-	4.73
		673.52	**1,170.89**

The subsidiary company has written down balances receivable grouped under other assets to the extent of ₹ Nil (31 March 2024 - ₹ 63.46 Lakhs) during the year ended 31 March 2025 to conform to the basis of accounting other than going concern. Refer note 3.47.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Export incentives receivable includes:

(a) Claims amounting to ₹ 208.18 Lakhs (31 March 2024: ₹ 208.18 Lakhs) under Duty Entitlement Pass Book (DEPB) Scheme recognised as income in earlier years. The Holding Company had also availed Duty Drawback benefit for the corresponding periods amounting to ₹ 41.51 Lakhs (31 March 2024: ₹ 41.51 Lakhs). The Dy. Director General of Foreign Trade (DGFT) vide letter dated 3 October 2011 had informed the Holding Company that the dual benefit of DEPB as well as Duty Drawback cannot be allowed and advised that either DEPB benefit or Duty Drawback on the export product may be availed. The Holding Company has been legally advised that it is entitled to both benefits as per the relevant regulations, based on which representations have been filed before higher authorities. During an earlier year, though the Grievance Committee of the Directorate General of Foreign Trade have heard the Holding Company's grievance application and remanded the matter back to the original adjudicating authorities for re-examining and for issuing necessary clarification based on the provisions of Foreign Trade Policy, the DGFT has denied the benefit of DEPP on the underlying exports on some other technical grounds. During the previous year, the Holding Company has filed a writ petition before the honourable High Court of Kerala against the orders of DGFT denying the benefits. Though the management is of the opinion that these claims are fully recoverable, provision of ₹ 113.14 Lakhs has been created in the accounts towards Duty Drawback claim for the relevant period as a matter of prudence.

(b) Claim for Duty Drawback on furnace oil consumed relating to earlier years amounting to ₹ 64.62 Lakhs (31 March 2024: ₹ 64.62 Lakhs) which has been decided against the Holding Company by the division bench of the Hon'ble High Court of Kerala. The Holding Company has sought further appeal before Hon'ble Supreme Court and although the Holding Company is hopeful of favourable order, provision of ₹ 64.62 Lakhs has been created in respect of such disputed claims in the books of account as a matter of prudence.

(c) During the financial year ended 31 March 2022, Holding Company had made a provision of ₹ 36.12 Lakhs towards All Industry Duty Drawback claims which were pending for clearance from customs department, out of which, Holding Company received a claim amount of ₹ 29.66 Lakhs during prior years. Balance provision of ₹ 6.46 Lakhs is carried in the books of accounts as at 31 March 2025.

		As at 31 March 2025	As at 31 March 2024
3.07	**Inventories**		
	Raw materials*	1,708.58	1,788.87
	Raw materials in-transit	6.23	159.10
	Work-in-progress	4,105.14	4,245.09
	Finished goods	2,653.47	2,740.25
	Stores and spares*	628.17	619.65
	Packing materials*	80.94	89.67
		9,182.53	**9,642.63**

*During the year, the subsidiary company has written down raw material, packing material and stores & spares amounting to ₹ 2.46 Lakhs (31 March 2024: ₹ Nil), ₹ 4.07 lakhs (31 March 2024: ₹ 3.59 lakhs) and ₹ 0.46 Lakhs (31 March 2024: ₹ 29.58 lakhs) respectively as on 31 March 2025 to conform to the basis of accounting other than going concern. Refer note 3.47.

For inventories pledged as security, refer note 3.28.

Method of valuation of inventories - refer 2(k) of material accounting policies.

		As at 31 March 2025	As at 31 March 2024
3.08	**Trade Receivables**		
	Unsecured		
	Considered good	9,500.15	8,559.79
	Credit impaired	4.60	4.60
		9,504.75	8,564.39
	Less: loss allowance	(33.05)	(33.05)
		9,471.70	**8,531.34**

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Ageing of receivables for the year ended 31 March 2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	9,486.63	5.03	6.46	2.00	0.03	**9,500.15**
(ii) Disputed trade receivables – credit impaired	-	-	-	-	4.60	**4.60**
Less: loss allowance	-	-	-	-	-	**(33.05)**
Total trade receivables						**9,471.70**

Ageing of receivables for the year ended 31 March 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	8,477.79	26.11	55.86	-	0.03	**8,559.79**
(ii) Disputed trade receivables – credit impaired	-	-	-	-	4.60	**4.60**
Less: loss allowance	-	-	-	-	-	**(33.05)**
Total trade receivables						**8,531.34**

Trade receivables are non-interest bearing and are generally on terms of 30 to 180 days
Presumption that there have been significant increase in credit risk since initial recognition when financial assets are more than 30 days past due, has been rebutted based on the past experience of realisation of the debtors. There are no significant increase in credit risk as the reporting period.
No provision has been recognised in the current year for the balances associated with related parties (31 March 2024: ₹ Nil).

		As at 31 March 2025	As at 31 March 2024
3.09	**Cash and Cash Equivalents**		
	Balance with banks:		
	- In current accounts	448.49	520.82
	- In deposit accounts with maturity less than 3 months	10,705.37	2,921.52
	Cash on hand	1.89	4.36
		11,155.75	**3,446.70**
3.10	**Bank balances other than cash and cash equivalents**		
	Balance with banks (with maturity more than three months but less than twelve months)		
	- In deposit accounts *	2,752.97	4,122.73
		2,752.97	**4,122.73**

* Balance with banks in deposit accounts include ₹ 283.56 lakhs (31 March 2024: ₹ 305.00 Lakhs) with a maturity period of less than twelve months, which includes the deposits which are held as security against Letter of Credits / Guarantee and Buyers Credit.

3.11 Equity share capital

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount.
(a) Authorised				
Equity share of ₹10 each	40,000,000	4,000	40,000,000	4,000
Optionally convertible non cumulative preference shares of ₹ 170 each	929,412	1,580	929,412	1,580
Optionally convertible non cumulative preference shares of ₹ 10 each	20,000,000	2,000	20,000,000	2,000
Redeemable preference shares of ₹ 10 each	4,444,444	444	4,444,444	444
	65,373,856	**8,024.44**	**65,373,856**	**8,024.44**
(b) Issued, subscribed and fully paid-up				
Equity share of ₹ 10/- each	9,079,160	907.92	9,079,160	907.92
	9,079,160	**907.92**	**9,079,160**	**907.92**

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount.
Equity share of ₹ 10/- each				
Opening balance	9,079,160	907.92	9,079,160	907.92
Issue of shares during the year	-	-	-	-
Closing balance	**9,079,160**	**907.92**	**9,079,160**	**907.92**

(b) Terms/Rights attached to equity share holders:

The Holding Company has only one class of shares referred to as equity shares with a face value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The Holding Company declares and pays dividend in Indian Rupees. The dividend proposed / declared by the Board of Directors is subject to approval / regularisation of the shareholders' in the ensuing Annual General Meeting. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by company having substantial interest

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	%	No. of shares	%
Equity share of ₹ 10/- each				
Nitta Gelatin Inc. Japan	3,900,300	42.96	3,900,300	42.96

(d) Details of shares held by each shareholder holding more than 5% of shares

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	%	No. of shares	%
Equity share of ₹ 10/- each				
Nitta Gelatin Inc. Japan	3,900,300	42.96	3,900,300	42.96
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	2,862,220	31.52

(e) Details of shares held by promoters

Particulars	As at 31 March 2025		
	No. of shares	%	% of change during the year
Equity share of ₹ 10/- each			
Nitta Gelatin Inc. Japan	3,900,300	42.96	-
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	-

Particulars	As at 31 March 2024		
	No. of shares	%	% of change during the year
Equity share of ₹ 10/- each			
Nitta Gelatin Inc. Japan	3,900,300	42.96	-
Kerala State Industrial Development Corporation Limited	2,862,220	31.52	-

There is no change in promoter shareholding during the year

(f) Distribution of dividend paid and proposed

Particulars	As at 31 March 2025	As at 31 March 2024
Dividends on equity shares declared and paid for the year ended 31 March 2024 ₹ 6 per equity share (₹ 7.5 per share for financial year 2022-23)	544.75	680.94
Proposed cash dividend for the year ended 31 March 2025 ₹ 8 per equity share (₹ 6 per share for financial year 2023-24)	726.33	544.75

(g) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Equity shares allotted as fully paid bonus shares by capitalisation of reserves	-	-	-	-	-

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.12 Other equity (refer Consolidated Statement of Changes in Equity)

Particulars	As at 31 March 2025	As at 31 March 2024
Equity component of compound financial instruments	984.43	984.43
Securities premium	2,895.90	2,895.90
Retained earnings	25,317.37	17,467.76
Special export reserve	79.00	79.00
Capital redemption reserve	1,580.00	1,580.00
Capital reserve on merger	2,750.62	2,750.62
General reserve	7,947.86	7,947.86
Items of other comprehensive income		
- Hedge reserve	(25.42)	2.19
- Equity instruments through OCI	24.59	23.84
- Remeasurement of defined benefit plans (net)	(271.16)	(296.18)
	41,283.19	**33,435.42**

Description of nature and purpose of each reserve:

a. Equity component of compound financial instruments
The difference between the fair value and cost of the financial instrument has been considered as additional contribution and shown as part of other equity.

b. Securities premium
The amount received in excess of face value of the equity shares was recognised in securities premium. The reserve is utilised in accordance with the provisions of the Act.

c. Retained earnings
Retained earnings are the profits that the Holding Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

d. Special export reserve
Special export reserve was created as per the provisions of Income-tax Act, 1961 for availing the tax benefits for exports.

e. Capital reserve on merger
Capital reserve was created on merger of erstwhile subsidiary, M/S. Reva Proteins Limited with the Group. The Group uses capital reserve for transactions in accordance with the provisions of the Act.

f. General reserve
General reserve was created from time to time by way of transfer of profits from retained earnings for appropriation purposes.

g. Items of other comprehensive income

i) **Hedge reserve:** Effective portion of fair value gain / (loss) on all financial instrument designated in cash flow hedge relationship are accumulated in hedge reserve.

ii) **Equity instruments through other comprehensive income:** The Holding Company has elected to recognise the change in fair value of certain investments in other comprehensive income. These changes are accumulated within the equity instruments through OCI. The Holding Company transfers amounts from this reserve to retained earnings when the relevant equity instruments are derecognised.

iii) **Re-measurement gains / (loss) on defined benefit plans:** Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'other comprehensive income' and subsequently not reclassified to the Consolidated Statement of Profit and Loss.

3.13 Borrowings

Non current		
(Unsecured)		
Loan from related party:		
Liability component of redeemable preference shares	421.56	409.12
	421.56	**409.12**
Current		
(Secured)		
Loans repayable on demand		
From banks:		
Cash credits / working capital demand loans	1,652.14	283.64
Bills discounting	993.36	712.25
	2,645.50	**995.89**

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Sl. No.	Particulars	Nature of Security	Repayment details	As at 31 March 2025	As at 31 March 2024
Term loans from related party (unsecured)					
i)	Redeemable preference shares	Unsecured	Refer note 3.13.1 below	421.56	409.12
				421.56	**409.12**

Reconciliation between the opening and closing balances in the balance sheet for the liabilities arising from financing activities

Particulars	As at 1 April 2024	Cash flows	Non cash changes / adjustments	As at 31 March 2025
Non current borrowings (including current maturities)	409.12	-	12.44	421.56
Current borrowings	995.89	1,683.25	(33.64)	2,645.50

Reconciliation between the opening and closing balances in the balance sheet for the liabilities arising from financing activities

Particulars	As at 1 April 2023	Cash flows	Non cash changes / adjustments	As at 31 March 2024
Non current borrowings (including current maturities)	846.43	(278.83)	(158.48)	409.12
Current borrowings	3,076.16	(2,238.16)	157.89	995.89

3.13.1 Pursuant to the merger between the Holding Company and Reva Proteins Limited (the "Transferor Company"), the Holding Company had issued 44,44,444 numbers of redeemable preference shares of ₹ 10/- each to Nitta Gelatin Inc. Japan, as consideration for their equity holding of 48,00,000 shares in the Transferor Company during the financial year 2019-20. These preference shares are redeemable at par at the expiry of seven years from the date of allotment i.e. 3 April 2019.

3.13 Borrowings (Current)

Sl. No.	Particulars	Nature of Security	Repayment details	As at 31 March 2025	As at 31 March 2024
i	Working capital loans in foreign currency from banks (including bills discounting and buyers credit)	Secured by the hypothecation of entire current assets of the Holding Company namely inventories, debtors, cash and bank balances, other current assets and loans and advances, present and future and by way of pari passu charge on the property, plant and equipment of the Holding Company. The interest rate for USD denominated working capital loans is 0.6% to 3.5% over the Secured Overnight Financing Rate (SOFR) rates and for JPY denominated loans is 0.6 % to 3.5 % over the Tokyo Overnight Average (TONAR) Rates.	The loans are repayable on demand	2,425.75	995.89
ii	Cash credit / short term loans in Indian Rupee from banks / financial institutions	Secured by the hypothecation of entire current assets of the Holding Company namely inventories, debtors, cash and bank balances, other current assets and loans and advances, present and future and by way of pari passu charge on the property, plant and equipments of the Holding Company. The interest rate ranges from 9 % to 10.2 %.	The loans are repayable on demand	219.75	-
				2,645.50	**995.89**

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2025	As at 31 March 2024
3.14	**Deferred Tax Liabilities (net)**		
	Deferred Tax Liability on account of:		
	Differences between book balance and tax balance of property, plant and equipment	776.15	642.44
	Timing differences on assessment of income	92.02	82.37
	Deferred tax impact on fair value changes	8.75	15.33
	Others	0.13	-
	Deferred tax assets		
	Provision for doubtful debts and others	(181.72)	(220.79)
	Provision for employee benefits	(59.62)	(61.27)
	Others	-	(40.45)
	Deferred tax liabilities (net)	**635.71**	**417.63**

3.14.1 Movement in deferred tax liabilities (net) balances during the year ended 31 March 2025

Particulars	Opening balance	Recognised in Consolidated Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
Deferred tax liability /(assets)				
Differences between book balance and tax balance of property, plant and equipment	642.44	133.71	-	**776.15**
Timing differences on assessment of income	82.37	9.65	-	**92.02**
Deferred tax impact on fair value changes	15.33	2.51	(9.09)	**8.75**
Provision for doubtful debts and others	(220.79)	39.07	-	**(181.72)**
Provision for employee benefits	(61.27)	(6.77)	8.42	**(59.62)**
Others	(40.45)	40.58	-	**0.13**
Deferred tax liabilities (net)	**417.63**	**218.75**	**(0.67)**	**635.71**

3.14.1 Movement in deferred tax liabilities (net) balances during the year ended 31 March 2024

Particulars	Opening balance	Recognised in Consolidated Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
Deferred tax liability /(assets)				
Differences between book balance and tax balance of property, plant and equipment	694.17	(51.73)	-	**642.44**
Timing differences on assessment of income	56.59	25.78	-	**82.37**
Deferred tax impact on fair value changes	(14.01)	26.60	2.74	**15.33**
Provision for doubtful debts and others	(470.17)	249.38	-	**(220.79)**
Provision for employee benefits	(77.28)	19.54	(3.53)	**(61.27)**
Others	(52.34)	11.89	-	**(40.45)**
Deferred tax liabilities (net)	**136.96**	**281.46**	**(0.79)**	**417.63**

3.14.2 Movement in deferred tax assets (net) balances during the year ended 31 March 2024

Particulars	Opening balance	Recognised in Consolidated Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
Deferred tax liability / (assets)				
Differences between book balance and the tax balance of property, plant and equipment	(8.66)	8.66	-	**-**
Others	(28.49)	28.49	-	**-**
Deferred tax assets (net)	**(37.15)**	**37.15**	**-**	**-**

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
3.15 Trade payables		
Total outstanding dues of micro enterprises and small enterprises	267.19	126.26
Total outstanding dues of creditors other than micro enterprises and small enterprises#	2,366.61	2,592.06
	2,633.80	**2,718.32**

Trade payables include provision for expenses accrued and other claims for which bills are yet to be received and pending settlement.

(a) Dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 to the extent identified and information available with the Company. This has been relied upon by the auditors.

i) Principal amount remaining unpaid (but within due date as per the Micro, Small and Medium Enterprises Development Act, 2006)	267.19	126.26
ii) Interest due thereon remaining unpaid	-	5.57
iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period.	-	-
iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
v) Interest accrued and remaining unpaid	-	5.57
vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Trade payable ageing schedule as at 31 March 2025

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	267.19	-	-	-	267.19
(ii) Others	779.01	0.07	13.12	5.93	798.13
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – others	-	-	-	-	-
Unbilled / not due					1,568.48
Total					**2,633.80**

Trade payable ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	126.26	-	-	-	126.26
(ii) Others	926.07	96.08	0.24	6.31	1,028.70
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – others	-	-	-	-	-
Unbilled / not due					1,563.36
Total					**2,718.32**

	As at 31 March 2025	As at 31 March 2024
3.16 Other financial liabilities		
Current		
Unpaid dividend	21.08	18.94
Creditors for capital goods	17.61	3.69
Hedge liability	33.97	-
Employee related liabilities	572.90	533.17
	645.56	**555.80**

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2025	As at 31 March 2024
3.17	**Provisions**		
	Non-current		
	Provision for employee benefits (net)(refer note 3.37)		
	- Gratuity	35.27	21.75
	- Compensated absence	60.33	55.27
		95.60	**77.02**
	Current		
	Provision for employee benefits (net) (refer note 3.37)		
	- Gratuity	19.05	61.84
	- Others	34.46	339.56
	- Compensated absence	7.81	40.48
	Others (refer note 3.30)	61.83	61.83
		123.15	**503.71**

3.17.1 Provision created by the subsidiary company in the previous year for retrenchment compensation and notice pay amounting to ₹ 337.58 Lakhs, has been utilized in the current year for the settlement of employee liabilities.

		As at 31 March 2025	As at 31 March 2024
3.18	**Other liabilities**		
	Current		
	Advance from customers	155.22	118.97
	Others		
	- Statutory dues	354.09	464.94
	- Deferred income	170.42	176.57
		679.73	**760.48**

		Year ended 31 March 2025	Year ended 31 March 2024
3.19	**Revenue from operations**		
	Revenue from sale of goods		
	Sale of products	52,317.17	52,334.52
	Other operating revenues		
	Scrap sale	128.01	125.49
	Export incentives		
	- Government grant	400.70	483.64
	- Duty drawback	173.45	169.32
	- Remission of duties and taxes on export products (RoDTEP)	250.63	158.01
	Other miscellaneous income	1.79	2.32
		954.58	**938.78**
		53,271.75	**53,273.30**

3.19.1 Disclosure under Ind AS 115 - Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The management determines that the segment information reported under note 3.19.3 and note 3.29, segment reporting, is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115, Revenue from contract with customers.

Contract balances

Particulars	As at 31 March 2025	As at 31 March 2024	As at 1 April 2023
Trade receivables (refer note 3.08)	9,471.70	8,531.34	8,775.41
Contract liabilities - advance from customers (refer note 3.18)	155.22	118.97	81.86
	9,626.92	**8650.31**	**8,857.27**

During the year ended 31 March 2025, the Group has recognised revenue of ₹ 118.97 Lakhs (31 March 2024: ₹ 81.86 Lakhs) arising from opening contract liabilities.

The Group's performance obligation are satisfied upon shipment and payment is generally due by 30 to 180 days.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.19.2 Reconciliation of revenue from sale of goods with the contracted price

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Contracted price	52,473.04	52,464.55
Less : trade discount, rebates etc.	(155.87)	(132.03)
Net revenue recognised from contracts with customers	**52,317.17**	**52,334.52**

3.19.3 Revenue from each product or each group of similar products

Gelatin	29,445.45	30,858.79
Collagen peptide	5,838.76	4,789.76
Ossein	6,942.72	6,596.68
Dicalcium phosphate (DCP)	9,216.47	9,416.30
Others	873.77	672.99
	52,317.17	**52,334.52**

3.20 Other income

Interest income	651.88	261.14
Interest received on income tax refund	71.98	14.79
Dividend income from non current investments	1.35	-
Net gain on foreign currency translation	190.32	449.45
Other non-operating revenue	67.64	-
Net gain on fair value change from mutual funds classified as FVTPL	33.42	-
Liabilities / provisions no longer required written back	110.60	-
Miscellaneous income#	59.42	393.75
	1,186.61	**1,119.13**

Miscellaneous income from financial year ended 2023-24 includes an amount of ₹ 346.46 Lakhs representing write back of provision created for duty towards advance authorization and CENVAT credit on hydrochloric acid provided against order of Customs department.

3.21 Cost of materials consumed

Opening stock	1,947.98	2,361.94
Add: purchases	24,130.21	22,930.15
	26,078.19	**25,292.09**
Less: closing stock	1,714.81	1,947.97
	24,363.38	**23,344.12**

3.22 Changes in inventories of finished goods and work-in-progress

Opening stock		
Finished goods	2,740.25	2,435.70
Work-in-progress	4,245.09	3,823.18
	6,985.34	**6,258.88**
Less:		
Closing stock		
Finished goods	2,653.45	2,740.25
Work-in-progress	4,105.12	4,245.09
	6,758.57	**6,985.34**
	226.77	**(726.46)**

3.23 Employee benefits expense

Salaries and wages	4,085.61	4,748.61
Directors' sitting fee	35.60	30.25
Contribution to provident and other funds	433.10	491.59
Workmen and staff welfare expenses	641.47	616.47
	5,195.78	5,886.92
Less: transfer to research & development expenditure (refer note 3.26.2)	(177.25)	(177.28)
	5,018.53	**5,709.64**

3.23.1 Consequent to the decision of the management on presentation of financial statements on a liquidation basis, the subsidiary company had provided ₹ 337.58 Lakhs in the previous year, for employee related liabilities towards retrenchment compensation, notice pay, bonus and wages for the period from 1 April 2024 till the expected date of notice to the employees in addition to the gratuity, leave encashment for which the subsidiary company had adequate funding and provision in the books. The liabilities have been settled during the current year.

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2025	Year ended 31 March 2024
3.24	**Finance costs**		
	Interest expense - on bank borrowings	52.48	63.25
	Interest expense - fair value costs	46.45	45.05
	Interest expense - others	0.05	131.70
		98.98	**240.00**
3.25	**Depreciation and amortisation expenses**		
	Depreciation of tangible assets (refer note 3.01)	1,396.77	1,459.62
	Amortisation of intangible assets (refer note 3.02)	51.65	54.99
		1,448.42	**1,514.61**
3.26	**Other expenses**		
	Consumption of stores, spares and consumables (refer note 3.26.5)	816.85	838.73
	Effluent discharge charges	137.14	121.03
	Contract labour charges	239.43	173.49
	Packing materials consumed (refer note 3.26.5)	432.64	403.48
	Research and development expenditure (refer note 3.26.2)	235.58	209.25
	Power, fuel, water and gas	6,175.25	5,796.64
	Repairs		
	- Building	114.39	178.51
	- Plant and machinery	1,108.05	1,185.71
	- Others	511.34	505.96
	Loading, transportation and other charges on products	845.96	734.85
	Freight on exports	376.42	237.18
	Insurance	146.88	132.75
	Rent (refer note 3.34)	36.17	65.89
	Rates and taxes	171.84	246.46
	Postage and telephone	48.64	43.11
	Printing and stationery	22.27	20.95
	Travelling and conveyance	302.54	343.63
	Payments to the auditor (refer note 3.26.3)	44.34	38.98
	Advertisement and publicity	213.12	174.38
	Professional and consultancy charges	317.57	342.32
	Bank charges	66.96	55.97
	Expenses on corporate social responsibility activities (refer note 3.26.4)	180.47	110.06
	Loss on sale of assets (net)	52.55	56.97
	Security service charges	220.23	241.62
	Write down of capital work in progress (refer note 3.01(g))	0.99	22.12
	Miscellaneous expenses	513.05	392.62
		13,330.67	**12,672.67**
3.26.1	**Exceptional items**		
	Reversal of impairment provision (refer note 3.01(e))	531.95	-
	Profit on sale of assets at Aroor (refer note (a) below)	668.41	-
		1200.36	**-**

a) The Group had acquired a sea food processing facility at Aroor including Land, lease hold rights, building and plant and machinery in 2011, with a plan to set up a facility for manufacture of marine collagen peptide. Subsequent market developments were not as anticipated due to which the facility could not be utilized as envisaged. As part of the management's strategy to divest non-operational assets, the Group sold these assets on 21 October 2024. Profit on sale of these assets amounting to ₹ 668.41 Lakhs has been presented as an exceptional item.

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(All amounts are in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2025	Year ended 31 March 2024
3.26.2	**Details of research & development expenditure**		
	a) Revenue expenditure charged to Consolidated Statement of Profit and Loss (product development engineering expenses)		
	Salary and allowances	177.25	177.28
	Other expenses (net of recoveries)	58.33	31.97
		235.58	**209.25**
	b) Capital expenditure in relation to tangible fixed assets for research and development facilities	4.69	9.89
3.26.3	**Payments to the auditor**		
	Statutory audit and limited reviews	38.95	36.20
	Group reporting*	21.55	11.55
	Certification fees	1.60	0.40
	Reimbursement of expenses**	4.99	2.38
		67.09	**50.53**

*This fee is reimbursed by Nitta Gelatin Inc, Japan.
**Includes an amount of ₹ 1.20 Lakhs reimbursed by Nitta Gelatin Inc, Japan.

		Year ended 31 March 2025	Year ended 31 March 2024
3.26.4	**Details of expenses on corporate social responsibility activities**		
	a. Amount required to be spent by the Group during the year	180.23	121.68
	b. Amount of expenditure incurred on:		
	i. Construction / acquisition of any asset	-	-
	ii. On purposes other than (i) above*	180.47	121.68
	c. Shortfall at the end of the year	-	-
	d. Total of previous year shortfalls	-	-
	e. Reason for shortfall	-	-
	f. Nature of CSR activities	Healthcare, education, community development	
	g. Details of related party transactions, e.g.,contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	Nil	Expenditure amounting to ₹ 97.24 Lakhs was dispersed through K T Chandy Seiichi Nitta Foundation
	h. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	Nil	Nil

*The amount for financial year 2023-24 includes ₹ 11.62 Lakhs, which is the portion of the excess spend during the financial year 2022-23.

3.26.5 During the year, the subsidiary company has written down packing material and stores and spares amounting to ₹ 4.07 Lakhs (31 March 2024 - ₹ 3.59 Lakhs) and ₹ 0.46 Lakhs (31 March 2024 - ₹ 29.58 Lakhs) respectively to conform to the basis of accounting other than going concern. Refer note 3.47.

		Year ended 31 March 2025	Year ended 31 March 2024
3.27	**Earnings per share (EPS) (basic and diluted)**		
	a) Profit after tax attributable to equity shareholders	8,394.36	8,264.28
	b) Weighted average number of shares outstanding	**9,079,160**	**9,079,160**
	c) Nominal value of shares (₹)	10	10
	d) Basic earning per share (₹)	**92.46**	**91.02**
	e) Number of equity shares used to compute diluted earnings per share	9,079,160	9,079,160
	f) Diluted earnings per share (₹)	**92.46**	**91.02**

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
3.28 Assets pledged as security		
The carrying amounts of assets pledged as security for current and non-current borrowings are:		
Current		
First charge		
Financial assets		
Trade receivables	9,471.70	8,531.34
Cash and cash equivalents	11,155.75	3,446.70
Bank balances other than cash and cash equivalents	2,752.97	4,122.73
Loans	5.19	4.03
Other financial assets	244.12	126.24
Inventories	9,182.53	9,642.63
Other current assets	673.52	1,170.89
Total current assets pledged as securities	**33,485.77**	**27,044.56**
Non-current		
First charge		
Property, plant and equipment (PPE) and capital work-in-progress	13,519.51	12,096.29
Total non-current assets pledged as securities	**13,519.51**	**12,096.29**
Total assets pledged as security	**47,005.28**	**39,140.84**

3.29 Segment information

The Group is engaged in the manufacture and sale of products which form part of one product group which represents one operating segment, as the Chief Operating Decision Maker (CODM), reviews business performance at an overall company level. Entity-wide disclosure as required by Ind AS 108, Operating Segment, are as follows:

(i) Revenues from external customers for each product or each group of similar products:

	Year ended 31 March 2025	Year ended 31 March 2024
Sales by products	52,317.17	52,334.52
	52,317.17	**52,334.52**

(ii) Revenues from external customers attributed to the Group's country of domicile and attributed to all foreign countries from which the Group derives revenues:

	Year ended 31 March 2025	Year ended 31 March 2024
India	28,576.37	30,890.05
Outside India	23,740.80	21,444.47
	52,317.17	**52,334.52**

(iii) Non-current assets (other than financial instruments, non current tax and deferred tax assets) located in the Group's country of domicile and in all foreign countries in which the Group holds assets:

	Year ended 31 March 2025	Year ended 31 March 2024
India	15,667.06	13,329.98
Outside India	-	-
	15,667.06	**13,329.98**

(iv) The following table gives details in respect of percentage of revenues generated from top customer and revenues from transactions with customers amounts to 10 percent or more of Group's revenues from product sale:

	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from top customer	9,995.23	11,327.53
Revenue from customers contributing 10% or more to the Group's revenues from product sale	18,769.65	19,603.61

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.30 Provisions and contingent liabilities

3.30.1 Provisions

Nature of provision	As at 1 April 2024	Additional provision during the year	Amounts used / charged during the year	Unused amounts reversed	As at 31 March 2025
Provision for Central Excise duty	-	-	-	-	-
(refer note 3.30.1(i))	(132.29)	-	-	132.29	-
Provision for water cess	61.83	-	-	-	61.83
(refer note 3.30.2(iii))	(61.83)	-	-	-	(61.83)

(Figures in brackets represents corresponding figure for the previous financial year)

3.30.1(i) Central Excise authorities issued show cause notices proposing to withdraw CENVAT credit availed by the Holding Company on hydrochloric acid used in the manufacture of ossein consumed for gelatin production amounting to ₹ 350.75 Lakhs in earlier years, which was disputed by the Holding Company. As a matter of prudence, the Holding Company had created a provision of ₹ 132.29 Lakhs and the balance amount of ₹ 218.46 Lakhs was disclosed as a contingent liability during the prior years. During the previous year, the Central Excise department had issued an order in favour of the Holding Company, based on which the provision carried in the books amounting to ₹ 132.29 Lakhs was reversed in the previous year and the balance amount of ₹ 218.46 Lakhs was removed from the list of contingent liabilities.

3.30.2 Contingent liabilities not provided for:

	Year ended 31 March 2025	Year ended 31 March 2024
1. Claims against the Group not acknowledged as debts:		
a. Income tax (refer note 3.30.2(i))	351.60	167.61
b. Excise duty (refer note 3.30.2(ii))	219.06	219.06
c. Water cess (refer note 3.30.2(iii))	-	20.22
d. Customs duty (refer note 3.30.2(iv))	1,819.66	1,819.66
e. Goods and Service Tax (refer note 3.30.2(v))	144.70	144.70
2. Counter guarantee issued in favour of bankers	373.05	304.19
	2,908.07	**2,675.44**

3.30.2(i) The Income tax authorities has made certain disallowances on assessments completed for earlier years, which are pending on appeal before the appellate authority. In the opinion of the management, no provision is considered necessary for the same at this stage.

The Holding Company has received tax orders from the Income tax authorities reducing brought forward losses (including unabsorbed depreciation) amounting to ₹ 930.16 Lakhs (31 March 2024: ₹ 930.16 Lakhs), primarily on denial of certain expenditure upon completion of tax assessment for the assessment years 2006-07, 2007-08, 2008-09, 2012-13, 2013-14, 2014-15 and 2015-16. The Holding Company's appeal against the said demands are pending before appellate authorities in various stages of litigation.

Further, the Holding Company has received tax orders from the transfer pricing authorities reducing brought forward losses (including unabsorbed depreciation) amounting to ₹ 512.07 Lakhs (31 March 2024: ₹ 512.07 Lakhs), primarily on transfer pricing adjustments upon completion of tax assessment for assessment years 2006-07, 2007-08 and 2008-09. The Holding Company's appeal against the said demands are pending before appellate authorities in various stages of litigation.

The Holding Company is contesting these litigations and the management believes that its position will be likely to be upheld in the appellate process and therefore will not impact these financial statements. Consequently, no provision has been created in the financial statements for the above.

Apart from the above, during the current year the Holding Company has received show cause notice citing income escaping assessment and consequent penalty under section 271(1) of the Income-tax Act, 1961 amounting to ₹ 184 Lakhs for the assessment year 2012-13, to which the Holding Company has filed its response.The Holding Company does not expect an unfavourable outcome in respect of this matter.

3.30.2(ii) Includes demands raised by the Central Excise Authorities (including penalty thereon but excluding interest) for higher excise duties on a product of the Holding Company and towards CENVAT credits availed aggregating to ₹ 7.21 Lakhs (31 March 2024: ₹ 7.21 Lakhs) which have been disputed by the Holding Company before the appellate authorities; and show cause notices received from such authorities for service tax on certain deemed services and ineligible CENVAT credit availed including interest aggregating to ₹ 88.72 Lakhs (31 March 2024: ₹ 88.72 Lakhs), which have been represented before adjudicating authorities and demand raised by the central excise for disputed CENVAT credit amounts amounting to ₹ 123.13 Lakhs (31 March 2024: ₹ 123.13 Lakhs). In the opinion of the management, these demands/ show cause notices issued are not sustainable, hence no provision is considered at this stage.

3.30.2(iii) During an earlier year, the Holding Company had received a demand as water cess for extraction of river water for industrial use during the period from 01 April 1979 to 31 December 2010, in accordance with a Government order issued on 25 July 2009. The Holding Company filed a writ petition against such order with the Honourable High Court of Kerala. Honourable High Court of Kerala, by observing that Article 265 of the Constitution of India provide that no tax shall be levied or collected except by the authority of law, allowed the petition filed by the Holding Company.

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.30 Provisions and contingent liabilities (cont'd)

On a prudent basis, the Holding Company had created a provision of ₹ 61.83 Lakhs towards disputed charges for the period from 25 July 2009 to 31 December 2010, being periods subsequent to issue of the Government order.

During the previous year, the Holding Company had received an additional demand from the Executive Engineer, Additional Irrigation Division, Thrissur, amounting to ₹ 20.22 Lakhs towards additional cess on water charges for the period 1 April 2017 to 31 March 2024. During the year, the Holding Company has filed its response with details of its water consumption during such period which was accepted by the Additional Irrigation Division, based on which the residual demand was settled.

3.30.2(iv) During an earlier year, the customs authorities had issued show cause notice-cum-demand proposing classify / reassess import of a certain item of raw materials, which was objected by the Holding Company. During earlier years, the Commissioner of Customs had issued an order confirming demand of ₹ 877.15 Lakhs along with a penalty of ₹ 1,091.21 Lakhs. The Honourable Customs, Excise and Service Tax Appellate Tribunal (CESTAT), Bangalore vide Order dated 31 March 2024 has set aside the demand of ₹ 1,819.66 Lakhs and confirmed the demand of ₹ 148.70 Lakhs. The Holding Company provided for ₹ 148.70 Lakhs (31 March 2024: ₹ 148.70 Lakhs) being the applicable duty as per the CESTAT order. During the year, the customs department has filed an appeal before the honourable High Court of Kerala challenging the CESTAT order. Pending adjudication of this matter, the amount of ₹ 1819.66 Lakhs has been disclosed as contingent liability as on 31 March 2025 (31 March 2024: ₹ 1,819.66 Lakhs). The management has assessed and concluded that the position taken in this matter is tenable.

3.30.2(v) During the prior years, the Holding Company had received demands from Goods and Tax Department, Gujarat and Goods and Tax Department, Kerala amounting to ₹ 66.74 Lakhs and ₹ 70.06 Lakhs (including interest and penalty) on account of availment of ineligible input tax credit and output tax payable on certain supplies. Additionally, the subsidiary company had received a demand from GST authorities amounting to ₹ 7.90 Lakhs during previous year ended 31 March 2024. The Group received an expert opinion that the demands would not be sustainable and hence the aggregate amount of ₹ 144.70 Lakhs has been disclosed as contingent liability in the books as on 31 March 2025 (31 March 2024: ₹ 144.70 Lakhs).

3.30.2(vi) The subsidiary company had received a notice from the Biodiversity Board Nagpur calling upon to submit documentary evidence regarding turnover, total value of purchase of biological resources and sale value of biological resources or products manufactured using biological resources during financial years from 2013-14 to 2023-24 and to calculate the amount of Access of Benefit sharing and pay the amount as per the Guidelines to Access to Benefit Sharing Biological Resources and Associated Knowledge and Benefit Sharing Regulations 2014. The notice was issued under the premise that the products of the subsidiary company:

Ossein is manufactured using Collagen component of bone as the biological resource
Dicalcium Phosphate is made exclusively form animal bones which is a biological resource.

The subsidiary company had reviewed the notice and had obtained legal opinion that crushed bone manufactured from the raw / fresh bone is a waste generated from the slaughter houses / meat plants after deboning activity. Raw / fresh bone undergoes various processes such as pre-breaking, de- greasing, drying, crushing into suitable sizes, sieving to remove oversize bones etc before the same is converted into crushed bones suitable for ossein / gelatin manufacturing. Crushed bones are extracted from animal bones and it is in unrecognisable and inseperable form and therefore it is a value added product and thus excluded from the definition of Biological resource as per the Biological Diversity Act, 2002. The Company had filed a reply accordingly seeking to drop the proceedings for Access Benefit Sharing as proposed.

Based on the technical evaluation and legal opinion received, the possibility of unfavourable outcome on the matter is remote and therefore no further adjustments to the financial statements of the Group.

3.31 Commitments

3.31.1 Estimated amount of contracts remaining to be executed on capital account ₹ 2,251.02 Lakhs (including ₹ 1,305.74 Lakhs for the expansion projects of collagen peptide and gelatin. (31 March 2024: ₹ 1,966.15 Lakhs))

3.31.2 In response to the Holding Company's application intended to regularise certain constructions in the land, at the Ossein Division, Koratty (which is classified as paddy land as per the Government records), the Holding Company received a demand notice during the year from the Deputy Collector, Thrissur with fees of ₹ 269.82 Lakhs for change in classification of the aforementioned land to dry land as per the Kerala Conservation of Paddy Land and Wetland Act, 2008. The Holding Company represented before the Revenue Department, Government of Kerala to reduce the said conversion fees as the same was calculated based on commercial land rates as against the actual status of the said land (residential land) as per Government records. The final decision on the conversion fees by the Revenue Department is awaited as on date.

3.31.3 In respect of raw materials imported during the financial year 2016-17 at concessional rate of duty under the Advance Authorisation Scheme, the Holding Company has fulfilled the export obligation which is required to be fulfilled as per the Licensing Norms and has settled the differential duty along with interest for the portion of raw material which is used for domestic market requirements. However for certain portion of the material exported, the advance license number was not endorsed in the shipping bill due to oversight. The Holding Company is in the process of getting the endorsement effected by Customs Department for the exports so made. The Holding Company's application for endorsement of Advance Authorisation Number in the shipping bill for exports is pending for disposal before the Customs Authorities at this stage. As a matter of prudence, the provision amounting to ₹ 68.28 Lakhs (31 March 2024: ₹ 68.28 Lakhs) created in earlier years is retained in the books of accounts.

3.32 The Holding Company has export obligation of ₹ 979 Lakhs (31 March 2024: ₹ 444 Lakhs) on account of advance authorisation scheme laid down by the Government of India. The Holding Company expects to fulfill the obligation in due course of time.

3.33 In the opinion of the management, current financial assets and other current assets, have the value at which they are stated in the Consolidated Balance Sheet, if realised in the ordinary course of business.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.34 Leases

Rental expense recorded for short-term leases during the year ended 31 March 2025 is ₹ 36.17 Lakhs (31 March 2024: ₹ 65.89 Lakhs).

The Group's significant leasing arrangements, other than land, are in respect of office premises and warehouses taken on lease for which lease rentals has been charged in the Consolidated Statement of Profit and Loss. The arrangements generally range between 4 months to 11 months and are usually renewable by mutual consent on mutually agreeable terms. Under these arrangements, generally refundable interest free deposits have been given.

The Group's lease asset classes consist of leases for land, refer note 3.01 to the consolidated financial statements. The Group has not entered into any other material lease arrangements.

There are no leases not yet commenced to which the Group is committed.

3.35 Income tax

The major components of income tax expense are:

	Year ended 31 March 2025	Year ended 31 March 2024
Current income tax:		
Current income tax charge	2,559.98	2,858.72
(Reversal of excess provision) / Income tax relating to earlier years	(12.98)	49.65
Relating to the origination and reversal of temporary differences	218.75	318.61
Income tax expense reported in Consoldiated Statement of Profit and Loss	**2,765.75**	**3,226.98**
Deferred tax related to items recognised in OCI		
Income tax relating to re-measurement gains on defined benefit plans	8.42	(3.53)
Income tax relating to measurement of financial assets through OCI	0.20	2.00
Income tax relating to gain on cash flow hedges	(9.29)	0.74
	(0.67)	**(0.79)**

Reconciliation of deferred tax (net)	As at 31 March 2025	As at 31 March 2024
Opening balance	417.63	99.81
Tax expense/(credit) during the year recognized in Consolidated Statement of Profit and Loss	218.75	318.61
Tax expense during the year recognised in OCI	(0.67)	(0.79)
Closing balance	**635.71**	**417.63**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Accounting profit before tax	**11,171.97**	**11,637.85**
Tax on accounting profit at statutory income tax rates	2,811.98	2,929.25
Tax effect of:		
Non deductible expenses	34.22	36.04
Tax incentives and exempt income	(3.38)	(176.19)
Tax adjustments relating to previous year	(12.98)	49.65
Deferred tax not recognised on expenses disallowed (refer note b below)	-	103.89
Tax effect of change in tax rates	(52.37)	-
Others	(11.72)	284.34
Tax expense recognised in the Consolidatd Statement of Profit and Loss	**2,765.75**	**3,226.98**

a) Deferred tax asset of subsidiary company has been de-recognised to conform to the basis of accounting other than going concern, followed by the subsidiary company. Refer note 3.47.

b) Deferred tax asset has not been recognised on expenses accrued, to conform to the basis of accounting other than going concern, followed by the subsidiary company. Refer note 3.47.

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.36 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures

A. Related parties and nature of relationship

i. Nitta Gelatin Inc. - Enterprise having substantial interest in the Holding Company
ii. Nitta Gelatin NA Inc. - Subsidiary of Nitta Gelatin Inc.
iii. Nitta Gelatin Canada Inc. - Subsidiary of Nitta Gelatin Inc.
iv. Shanghai Nitta Gelatin Co., Ltd - Subsidiary of Nitta Gelatin Inc.
v. K.T Chandy Seiichi Nitta Foundation - Trust controlled by the Holding Company
vi. Kerala State Industrial Development Corporation - Enterprise having substantial interest in the Holding Company

vii. **Key Managerial Personnel**

1. In case of Holding Company

Mr. Praveen Venkataramanan - Managing Director (from 4 August 2024)
Dr. Shinya Takahashi - Whole Time Director (till 07 May 2024)
Mr. Sajiv K. Menon - Managing Director (till 3 August 2024)

2. In case of subsidiary

Mr. K A George - Chief executive (till 5 July 2024)

3. Non Executive Directors

Mr. A.P.M. Mohammed Hanish IAS
Mr. S. Harikishore IAS

4. Non-Executive Non- Independent Director

Mr. Sajiv K. Menon

5. Independent Directors

Mr. M.K.C. Nair
Mr. V. Ranganathan
Mr. E. Nandakumar
Mrs. Shirley Thomas
Dr. Justice (Retd.) M. Jaichandren
Mr. Koichi Ogata (till 26 June 2024)
Mr. Hidenori Takemiya (from 27 June 2024)
Mr. Kazuya Hayashi (from 10 May 2024)
Mr. Hidehito Jay Araki (from 04 August 2024)
Mr. Ken Tsunefuji (from 1 August 2024)
Mr. Pradeep Kumar K

B. Detail of transactions

Nature of Transaction	Enterprise having substantial interest in the Holding Company and its Subsidiaries/ Trust controlled by the Holding Company		Key Management Personnel		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Sale and income						
1. Sale of goods						
Nitta Gelatin Inc.	9,995.23	11,327.73	-	-	9,995.23	11,327.73
Nitta Gelatin NA Inc	9,195.03	6,605.96	-	-	9,195.03	6,605.96
Shanghai Nitta Gelatin Co., Ltd	0.38	-	-	-	0.38	-
Purchase and expenses						
1. Commission expense:						
Nitta Gelatin Inc						
- For Sale of Gelatin	115.49	34.72	-	-	115.49	34.72
- For Sale of Peptide	0.61	-	-	-	0.61	-
2. Technical assistance fee:						
Nitta Gelatin Inc	28.07	28.57	-	-	28.07	28.57
3. Reimbursement of expenses (net):						
Nitta Gelatin Inc	32.95	6.64	-	-	32.95	6.64
Nitta Gelatin NA Inc	3.14	2.45	-	-	3.14	2.45
4. Donations/corporate social responsibility contribution						
K.T.Chandy Seiichi Nitta Foundation (refer note 3.26.4)	-	97.24	-	-	-	97.24
5. Remuneration (refer note (a) below)						
Mr. Praveen Venkataramanan			130.92	-	130.92	-
Mr Sajiv K. Menon	-	-	73.85	169.33	73.85	169.33

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

B. Detail of transactions (cont'd)

Nature of Transaction	Enterprise having substantial interest in the Holding Company and its Subsidiaries/ Trust controlled by the Holding Company		Key Management Personnel		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Mr. Philip Chacko M	-	-	-	30.52	-	30.52
Dr Shinya Takahashi	-	-	2.50	24.52	2.50	24.52
Mr. K A George	-	-	12.61	33.18	12.61	33.18
6. Sitting fees						
Mr. V. Ranganathan - Independent Director	-	-	5.60	4.90	5.60	4.90
Mrs. Shirley Thomas - Independent Director	-	-	8.00	3.80	8.00	3.80
Mr. S. Harikishore - Nominee Director	-	-	0.40	0.40	0.40	0.40
Mr. Sajiv K Menon - Nominee Director	-	-	2.80	0.80	2.80	0.80
Mr. E. Nandakumar- Independent Director	-	-	7.60	6.15	7.60	6.15
Mrs. Radha Unni - Independent Director	-	-	-	3.95	-	3.95
Dr. Justice (Retd.) M. Jaichandren - Independent Director	-	-	4.00	4.40	4.00	4.40
Mr. Hidehito Araki	-	-	1.60	-	1.60	-
Mr. A.P.M. Mohammed Hanish IAS	-	-	1.60	2.00	1.60	2.00
Mr. M.K.C. Nair - Independent Director	-	-	4.00	2.80	4.00	2.80
Mr.Yoichiro Sakuma - Independent Director	-	-	-	1.05	-	1.05
Dividend paid on equity shares						
Nitta Gelatin Inc.	234.02	442.52	-	-	234.02	442.52
Kerala State Industrial Development Corporation	171.74	214.67	-	-	171.74	214.67
Dividend on preference shares						
Nitta Gelatin Inc	34.00	45.00	-	-	34.00	45.00

Note:
Remuneration paid to KMP excludes provision for /contribution to gratuity and compensared absenses which are based on actuarial valuation done on an overall Group basis (cannot be individually identified) are excluded in the disclosure above.

C. Key Managerial Personnel (KMP) compensation

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term employee benefits		
Salaries and wages, contribution to provident funds and other funds	216.14	255.40
Directors sitting fees	35.60	30.25
	251.74	**285.65**
Termination benefits paid	**3.74**	**2.15**
Total remuneration	**255.48**	**287.80**

D. Balance outstanding as at year end:

Nature of transaction	Enterprise having substantial interest in the Holding Company and its subsidiaries / trust controlled by the Holding Company		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Receivables				
- *Nitta Gelatin Inc.*	1,999.75	1,963.41	1,999.75	1,963.41
- *Nitta Gelatin NA Inc.*	2,828.79	2,149.45	2,828.79	2,149.45
Payables				
- *Nitta Gelatin Inc.*	250.99	47.57	250.99	47.57
- *Nitta Gelatin NA Inc.*	52.80	70.79	52.80	70.79

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.36 Disclosure of Related Party Transactions in accordance with Ind AS 24 - Related Party Disclosures (cont'd)

E. Transaction with related parties

In accordance with the applicable provisions of the Income Tax Act, 1961, the Group is required to use certain specified methods in assessing that the transactions with the related parties, are carried out at the arm's length price and is also required to maintain prescribed information and documents to support such assessment. The appropriate method to be adopted will depend on the nature of transactions/ class of transactions, class of associated persons, functions performed and other factors as prescribed. Based on certain internal analysis carried out, management believes that transactions entered into with the related parties were carried out at arm's length prices. The Group is in the process of updating the transfer pricing documentation for the financial year ended 31 March 2025. In the opinion of the management, the same would not have an impact on these financial statements. Accordingly, the financial statements do not include the effect of the transfer pricing implications, if any.

3.37 A. Defined benefit plan

The Group has gratuity fund for its employees. The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity at the rate of 15 days basic salary for each year of service until the retirement age. As at 31 March 2025 and 31 March 2024 the plan assets were invested in insurer managed funds.

The following tables set out the funded status of gratuity plans and the amount recognized in Group's financial statements:

	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
1	**The amounts recognized in the Balance Sheet are as follows:**		
	Present value of the obligation as at the end of the year	1,249.38	1,414.62
	Fair value of plan assets as at the end of the year	(1,195.06)	(1,331.03)
	Net liability recognized in the Balance Sheet	**54.32**	**83.59**
2	**Changes in the present value of defined benefit obligation**		
	Defined benefit obligation as at beginning of the year	1,414.62	1,330.56
	Service cost	114.68	78.27
	Interest cost	90.24	91.94
	Actuarial (gains) / losses arising from		
	- change in financial assumptions	(37.61)	38.11
	Benefits paid	(332.55)	(124.26)
	Defined benefit obligation as at the end of the year	**1,249.38**	**1,414.62**
3	**Changes in the fair value of plan assets**		
	Fair value as at the beginning of the year	1,331.03	1,259.67
	Return on plan assets	88.22	90.79
	Actuarial losses	(3.01)	(7.10)
	Contributions	80.50	110.00
	Benefits paid	(301.68)	(122.33)
	Fair value as at the end of the year	**1,195.06**	**1,331.03**
	Description of plan assets		
	Insurer managed funds (LIC of India)	1,195.06	1,331.03
	Assumptions used in the above valuations are as under:		
	Discount rate	6.80%	7.23%
	Salary increase	5.62%	5.92%
	Superannuation age	58	58
	Attrition rate	7.67%	3%
	Mortality	Indian Assured Lives Mortality[2012-14] Ultimate	
4	**Net gratuity cost for the year ended 31 March 2025 and 31 March 2024 comprises of following components**		
	Service cost	114.68	109.46
	Net interest cost on the net defined benefit liability	83.50	78.95
	Net defined benefit expense debited to Consolidated Statement of Profit and Loss	**198.18**	**188.41**
5	**Remeasurement loss / (gain) recognised in other comprehensive income**		
	Change in financial assumptions	33.44	(14.03)
	Components of defined benefit costs recognized in other comprehensive income	**33.44**	**(14.03)**
6	**Weighted average duration of the defined benefit plan (in years)**	9.64	10.63
7	**Maturity profile of defined denefit obligation**		
	a) Within one year	145.66	124.88
	b) Within 2- 5 years	446.32	391.14
	c) Within 6- 10 years	539.32	589.59
	d) More than 10 years	1,113.87	1,225.17
		2,245.17	**2,330.77**

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.37 A. Defined benefit plan (cont'd)

Risk exposure:

Valuation are based on certain assumptions, which are dynamic in nature and may vary over time. As such valuations of the Group is exposed to follow risks:

a) Salary increase: higher than expected increases in salary will increase the defined benefit obligation

b) Discount rate: the defined benefit obligation calculated use a discount rate based on government bonds: if bond yields fall the defined benefit increase.

c) Mortality and disability. if the actual deaths and disability cases are lower or higher than assumed in the valuation, and can impact the defined benefit obligation

d) Withdrawals: if the actual withdrawals are higher or lower than the assumed withdrawals or there is a change in withdrawal races at subsequent valuations, it can impact defined benefit obligation.

e)The plan assets of the Group invested in insurer managed fund of LIC . Changes in market factors might affect the return on such fund , which is futuristic.

B. Defined contribution plan

The Group provides benefits in the nature of defined contribution plans viz, provident fund, employee state insurance scheme and superannuation fund for qualifying employees. Under these Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised ₹ 358.50 Lakhs (31 March 2024: ₹ 380.59 Lakhs) towards contribution for mentioned funds in the Consoldiated Statement of Profit and Loss. The contributions payable to these plans by the Group are at rates specified in the rules of the Schemes.

C. Sensitivity analysis

Description of risk exposures

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Group is exposed to various risks in providing the above benefit which are as follows:

Interest rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability (as shown in consolidated financial statements).

Liquidity risk: This is the risk that the Group is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 20,00,000).

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets exposing the Group to market risks for volatilities / fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Increase / (decrease) on present value of defined benefit obligation at the end of the year

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (- / + 1%)	(84.54)	96.23	(97.42)	111.34
Salary growth rate (- / + 1%)	93.42	(84.14)	105.92	(96.31)
Attrition rate (- / + 1%)	6.31	(6.87)	4.96	(5.38)

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

There is no change in the method of valuation for the prior period.

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(All amounts are in ₹ Lakhs, unless otherwise stated)

3.38 Fair value measurements

(i) Financial instruments by category

The carrying value and fair value of financial instruments by categories as of 31 March 2025 were as follows:

Particulars		Amortised cost	Financial assets / liabilities at FVTPL	Financial assets / liabilities at FVOCI
Assets:				
Investments	3.03	-	712.32	32.52
Cash and cash equivalents	3.09	11,155.75	-	-
Bank balances other than cash and cash equivalents	3.10	2,752.97	-	-
Trade receivable	3.08	9,471.70	-	-
Loans	3.04	11.89	-	-
Other financial assets	3.05			
Security deposits		446.09	-	-
Advances recoverable in cash or in kind		86.80	-	-
Balances with banks - deposit accounts with remaining maturity period greater than 12 months		5.60	-	-
Earmarked balances with banks for unpaid dividend		21.08	-	-
Others		155.60	-	-
Total		**24,107.48**	**712.32**	**32.52**
Liabilities:				
Borrowings	3.13	3,067.06	-	-
Trade payable	3.15	2,633.80	-	-
Other financial liabilities	3.16			
Unpaid dividend		21.08	-	-
Hedge liability (foreign exchange forward contract)		33.97	-	-
Employee related liabilities		572.90	-	-
Creditors for capital goods		17.61	-	-
Total		**6,346.42**	**-**	**-**

The carrying value and fair value of financial instruments by categories as of 31 March 2024 were as follows:

Particulars		Amortised cost	Financial assets / liabilities at FVTPL	Financial assets / liabilities at FVTOCI
Assets:				
Investments	3.03	-	78.90	31.57
Cash and cash equivalents	3.09	3,446.70	-	-
Bank balances other than cash and cash equivalents	3.10	4,122.73	-	-
Trade receivable	3.08	8,531.34	-	-
Loans	3.04	10.82	-	-
Other financial assets	3.05			
Security deposits		418.43	-	-
Advances recoverable in cash or in kind		90.10	-	-
Hedge asset		-	-	2.93
Others		60.63	-	-
Total		**16,680.74**	**78.90**	**34.50**
Liabilities:				
Borrowings	3.13	1,405.01	-	-
Trade payable	3.15	2,718.32	-	-
Other financial liabilities	3.16			
Unpaid dividend		18.94	-	-
Employee related liabilities		533.17		
Creditors for capital goods		3.69	-	-
Total		**4,679.13**	**-**	**-**

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and working capital loans approximate the carrying amount largely due to short-term maturity of this instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(ii) Fair value of financial assets and liabilities measured at amortised cost

The management assessed that for amortised cost instruments, fair value approximate largely to the carrying amount.

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(iii) Fair value hierarchy

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

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: the fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

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

a) Assets and liabilities measured at fair value - recurring fair value measurement

As at 31 March 2025	Notes	Level 1	Level 2	Level 3	Total
Assets measured at fair value					
Non current investments	3.03	32.52	-	78.90	111.42
Derivatives designated as cash flow hedges					
Foreign exchange forward contracts	3.05	-	(33.97)	-	(33.97)

As at 31 March 2024	Notes	Level 1	Level 2	Level 3	Total
Assets measured at fair value					
Investments	3.03	31.57	-	78.90	110.47
Derivatives designated as cash flow hedges					
Foreign exchange forward contracts	3.05	-	2.93	-	2.93

Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The valuation techniques uses the exchange rates provided by banks for revaluation of balance in forward contracts as on the reporting dates.

(iv) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of quoted investments is determined using the market value for the investment. The fair value estimates are included in Level 1.

- the fair value of foreign exchange forward contracts is determined using market observable inputs, including prevalent forward rates for the maturities of the respective contracts and interest rate curves as indicated by banks and third parties.

- the fair value of other equity instruments have been computed based on income approach using a discounted cash flow model, which discounts the estimated cash flows using the appropriate discount rates.

3.39 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The primary market risk to the Group is foreign exchange exposure risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Group's risk management activity focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

(A) Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group, resulting in a financial loss. The Group is exposed to this risk for various financial instruments. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets, as summarised below:

Assets under credit risk	As at 31 March 2025	As at 31 March 2024
Trade receivable	9,471.70	8,531.34
Loans to employees	11.89	10.82
Security deposit	446.09	418.43
Balance with bank-deposit accounts	5.60	10.57
Earmarked balances with banks for unpaid dividend	21.08	18.94
Advances recoverable in cash or in kind	86.80	90.10
Hedge asset	-	2.93
Investments	744.84	110.47
Cash and cash equivalents*	11,155.75	3,446.70
Other bank balances*	2,752.97	4,122.73
Others	155.60	31.12
Total	**24,852.32**	**16,794.15**

* Cash and cash equivalents include an amount of ₹ 436.82 Lakhs (31 March 2024: ₹ 2921.52 Lakhs) and other bank balances include ₹ 13,021.52 Lakhs (31 March 2024: ₹ 4,122.73 Lakhs) which are deposits held with four banks having high credit rating with minimum credit risk

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Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

A1 Trade and other receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India, USA, Japan and Europe. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group is exposed to a concentration of customer risk with respect to its trade receivable balances. At the reporting date, trade receivable balance from four customers represented 68 % (2024 - four customers, 60 %) of the total trade receivable balances, respectively. On account of adoption of Ind AS 109, Financial instruments, the Group uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors and Group's historical experience for customers.

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	33.05	33.05
Impairment loss recognised	-	-
Impairment loss reversed	-	-
Balance at the end	**33.05**	**33.05**

As at 31 March 2025

Expected credit loss for trade receivables under simplified approach

Ageing	Not due	0-90 Days	90-180 days	180-270 days	270-360 days	More than 360 days
Gross carrying amount	9,014.64	460.14	11.85	3.82	1.21	13.09
Less: related party balances	(4,669.49)	(128.27)	-	-	-	-
Expected credit loss rate	0.08%	1.36%	59.57%	100.00%	100%	100%
Lifetime expected credit loss (loss allowance)	3.37	4.50	7.06	3.82	1.21	13.09
Carrying amount of trade receivables (net of impairment)	9,011.27	455.64	4.79	-	-	-

As at 31 March 2024

Expected credit loss for trade receivables under simplified approach

Ageing	Not due	0-90 Days	90-180 days	180-270 days	270-360 days	More than 360 days
Gross carrying amount	6,997.41	799.73	0.32	26.09	-	34.96
Less: related party balances	(3,117.39)	(286.48)	-	-	-	(20.96)
Expected credit loss rate	0.07%	0.31%	27.13%	55.75%	100%	100%
Lifetime expected credit loss (loss allowance)	2.82	1.59	0.09	14.55	-	14.00
Carrying amount of trade receivables (net of impairment)	6,994.59	798.14	0.23	11.54	-	20.96

A2 Cash and cash equivalents

The credit risk for cash and cash equivalents, and derivative financial instruments is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, advances recoverable, loans and advances to employees, security deposit and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due but not impaired.

(B) Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, usually on a month on month basis. Long-term liquidity needs for a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.39 Financial risk management *(cont'd)*

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at 31 March 2025, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Maturities of financial liabilities

As at 31 March 2025	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	2,645.50	421.56	-	3,067.06
Trade payable	2,633.79	-	-	2,633.79
Other financial liabilities	645.56	-	-	645.56
Total	**5,924.85**	**421.56**	**-**	**6,346.41**

As at 31 March 2024	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	995.89	409.12	-	1,405.01
Trade payable	2,718.32	-	-	2,718.32
Other financial liabilities	555.80	-	-	555.80
Total	**4,270.01**	**409.12**	**-**	**4,679.13**

(C) Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risk, which result from both its operating and investing activities.

Foreign exchange risk

The Group operates internationally and a significant portion of the business is transacted in USD, JPY and EURO currencies and consequently the Group is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in various foreign currencies. The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates / depreciates against these currencies.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. These include outstanding derivatives contracts entered into by the Group and unhedged foreign currency exposures.

Particulars		As at 31 March 2025		As at 31 March 2024	
Included in	**Currency**	**Amount in foreign currency**	**Amount in ₹ Lakhs**	**Amount in foreign currency**	**Amount in ₹ Lakhs**
Financial assets					
Trade receivables	USD	44.96	3,829.69	55.51	4,596.96
	JPY	930.15	521.72	-	-
	EURO	2.24	204.61	0.57	50.79
Financial liabilities					
Trade payables	USD	4.17	358.85	2.23	186.64
	EURO	0.04	3.91	0.08	6.86
	JPY	22.50	12.93	22.84	12.71
Current Borrowings	USD	9.91	853.59	8.50	712.25
	JPY	2,736.55	1,572.15	509.75	283.62

Conversion rates	Financial assets			Financial liabilities		
	USD	**EUR**	**JPY**	**USD**	**EUR**	**JPY**
As at 31 March 2025	85.18	91.18	0.56	86.10	93.71	0.57
As at 31 March 2024	82.81	89.11	0.54	83.70	85.75	0.56

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(C) Market risk *(cont'd)*

Sensitivity

The following table details the Group's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies net of forward contracts. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Impact on profit after tax Particulars	Increase 31 March 2025	Decrease 31 March 2025	Increase 31 March 2024	Decrease 31 March 2024
Sensitivity				
INR/USD	26.31	(26.31)	27.68	(27.68)
INR/EURO	2.01	(2.01)	0.33	(0.33)
INR/JPY	(10.42)	10.42	(2.22)	2.22

Impact on other components of equity (before tax - forward contract)	Increase 31 March 2025	Decrease 31 March 2025	Increase 31 March 2024	Decrease 31 March 2024
Sensitivity				
INR/USD	(53.92)	53.92	(99.40)	99.40

Derivative financial instruments

The Group holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or in-directly observable in the marketplace.

The following table gives details in respect of outstanding foreign exchange forward contracts

Particulars	As at 31 March 2025	As at 31 March 2024
Forward contracts		
In USD(Lakhs)	62.56	118.51

The foreign exchange forward contracts mature within twelve months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Consolidated Balance Sheet date:

Particulars	As at 31 March 2025	As at 31 March 2024
Not later than one month	12.80	12.20
Later than one month and not later than three months	15.65	27.19
Later than three months and not later a year	34.11	79.12

a. Disclosure of effects of hedge accounting on financial position

31 March 2025 Type of hedge	Nominal value	Carrying amount	Maturity date	Weighted average strike rate	Change in intrinsic value of instruments since inception of hedge	Change in the value of hedged item used to determine hedge ineffectiveness
Cash flow hedge						
Foreign exchange forward contracts	5,329	-	April 2025-January 2026	1 USD = 85.649 INR	(33.97)	-

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

(C) Market risk *(cont'd)*

Disclosure of effects of hedge accounting on financial position

31 March 2024 Type of hedge	Nominal value	Carrying amount	Maturity date	Weighted average strike rate	Change intrinsic value of instruments since inception of hedge	Change in the value of hedged item used to determine hedge ineffectiveness
Cash flow hedge						
Foreign exchange forward contracts	9,814.19	-	April 2024-March 2025	1 USD = 83.925 INR	2.93	-

b Disclosure of effects of hedge accounting on financial performance

31 March 2025 Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in Consolidated Statement of Profit and Loss because of the reclassification
Foreign exchange forward contracts	(33.97)	-	-	Not applicable

31 March 2024 Type of hedge	Change in the value of the hedging instrument recognised in other comprehensive income	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in Consolidated Statement of Profit and Loss because of the reclassification
Foreign exchange forward contracts	2.93	-	-	Not applicable

C2 Interest rate risk

(i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2025, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Groups' investments in fixed deposits all pay fixed interest rates.

Interest rate risk exposure
Below is the overall exposure of the Company to interest rate risk:

Particulars	As at 31 March 2025	As at 31 March 2024
Variable rate borrowing	421.56	409.12
Fixed rate borrowing	-	-
Total borrowings	**421.56**	**409.12**
Amount disclosed under borrowings		
- Current borrowings	-	-
- Non current borrowings	421.56	409.12

Sensitivity
Below is the sensitivity of profit or loss in interest rates.

Particulars	31 March 2025	31 March 2024
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	(4.22)	(4.09)
Interest rates – decrease by 100 basis points (100 bps)	4.22	4.09

(ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

C3 Equity price risk
The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

3.40 Capital management
For the purpose of the Group's capital management, capital includes issued capital, additional paid in capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the Group, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade payables, less cash.

Particulars	31 March 2025	31 March 2024
Long term borrowings	421.56	409.12
Short term borrowings	2645.50	995.89
Trade payables	2633.79	2718.32
Less: cash and cash equivalents	(11,155.75)	(3,446.70)
Less: bank balances other than cash and cash equivalents	(2,752.97)	(4,122.73)
Net debt	**(8,207.87)**	**(3,446.10)**
Equity	907.92	907.92
Other equity	41,283.19	33,435.42
Capital and net debt	**33,983.24**	**30,897.25**
Gearing ratio	**0.00%**	**0.00%**

3.41 Events after the Balance sheet date
The Board of Directors of the Holding Company have recommended a final dividend of ₹ 8/- per equity share (80% of the face value of ₹ 10/- per share, including 20% special dividend to commemorate the golden jubilee year of operations of the Holding Company). This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these consoldiated financial statements. The proposed equity dividend is payable to all shareholders on the Register of Members. Dividends will be taxed in the hands of receipient, hence there will be no liability in the hands of Holding Company.

3.42 Disclosure of additional information pertaining to the Parent Company and subsidiary as per Schedule III of the Companies Act, 2013

31 March 2025:

Name of the Company	Net assets (total assets - total liabilities)		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit/(loss)	Amount	As a % of consolidated comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent Company -								
Nitta Gelatin India Limited	91.46%	39,235.34	97.79%	8,220.72	100.00%	(1.84)	97.79%	8,218.88
Subsidiary company - Indian								
Bamni Proteins Limited	9.36%	4,014.49	0.80%	67.21	0.00%		0.80%	67.21
Total		**43,249.83**		**8,287.93**		**(1.84)**		**8,286.09**
Consolidation adjustments	(0.82%)	(350.13)	1.41%	118.30	0.00%	-	1.41%	118.30
Total	**100.00%**	**42,899.70**	**100.00%**	**8,406.22**	**100.00%**	**(1.84)**	**100.00%**	**8,404.38**
Minority interests in subsidiary	1.65%	708.59	0.14%	11.86	0.00%		0.14%	11.86

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

31 March 2024:

Name of the Company	Net assets (total assets - total liabilities)		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit/(loss)	Amount	As a % of consolidated comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent Company -								
Nitta Gelatin India Limited	90.07%	31,561.21	98.07%	8,248.50	100.00%	(0.67)	98.07%	8,247.83
Subsidiary company - Indian								
Bamni Proteins Limited	11.27%	3,947.28	9.87%	830.55	0.00%	-	9.88%	830.55
Total		**35,508.49**		**9,079.05**		**(0.67)**		**9,078.38**
Consolidation adjustments	(1.34%)	(468.42)	(7.94%)	(668.18)	-	-	(7.94%)	(668.18)
Total	**100.00%**	**35,040.07**	**100.00%**	**8,410.87**	**100.00%**	**(0.67)**	**100.00%**	**8,410.20**
Minority interests in subsidiary	1.99%	696.73	1.74%	146.59	0.00%	-	1.74%	146.59

3.43 Disclosure pursuant to Securities (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act read with the Companies (Meeting of Board and its powers) Rules, 2014 are as follows;
i) Details of investments are given in note 3.03.
ii) Details of loans given are - Nil
iii) Details of guarantees given - Nil

3.44.1 a) As per the information available with the Group, the Group has no transactions with the Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

b) There has been no charges or satisfaction yet to be registered with ROC beyond the statutory period.

c) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall

1) 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).
2) provide any guarantee, security or the like on behalf of the ultimate beneficiaries. The Group has not received any fund from any persons or entities, including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall
   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
   ii) provided any guarantee, security or the like on behalf of the ultimate beneficiaries.

d) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2025.
e) The title deeds of all the immovable properties held by the Group disclosed in the financial statements are held in the name of the Group.
f) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.
g) The Group has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.
h) No loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

3.44.2 Details of differences between stock statements submitted to banks and books of accounts of Holding Company

Bank Name	Quarter	Particulars	Amount as per submitted stock statements (A)	As per books of accounts (B)	Difference(A-B)	Remarks
1.SBI 2.HDFC 3.Standard Chartered Bank 4.SMBC 5 Mizuho Bank	Apr-Jun-2024	Inventories (net of trade payables)	7,930.06	7,441.43	488.63	Refer note below

Note: The difference is due to being the stock statements submitted to Banks were on provisional basis before closure of monthly accounts.

3.44.2 Details of differences between stock statements submitted to banks and books of accounts of subsidiary company

Bank Name	Quarter	Particulars	Amount as per submitted stock statements (A)	As per books of accounts (B)	Difference(A-B)	Remarks
Standard Chartered Bank	Mar-25	Inventories (net of trade payables)	(98.35)	(104.32)	5.97	Refer note below
		Trade receivables	16.23	13.08	3.15	

Note: The difference is due to being the stock statements submitted to Banks were on provisional basis before closure of monthly accounts

3.45 The Group has not been declared as a wilful defaulter by any bank or financial Institution or other lender during the period.

3.46 The Group does not have any surrendered or undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.

3.47 The Maharashtra State Pollution Control Board (”MPCB”) vide their closure order dated 13 March 2024 had directed the subsidiary company, Bamni Proteins Limited (“subsidiary”) to stop the manufacturing activities at its factory in Bamni village, Chandrapur district, Maharashtra citing failure to comply with certain pollution control norms and conditions for the discharge of treated effluent by the unit as stipulated in the ‘consent to operate’ letter issued by them. The subsidiary had stopped its manufacturing activities upon receipt of closure order. The management of the subsidiary believes that it has complied with all applicable norms stipulated in the consent to operate letter and the same was communicated to MPCB. The management of subsidiary also requested MPCB for an in-principle approval to lay a pipeline for the discharge of treated effluent water to a nearby river which has been declined by the MPCB vide its letter dated 30 April 2024. In the absence of technically and economically viable solution for resuming operations of the subsidiary’s manufacturing activities on a sustainable basis, the Board of Directors of the subsidiary in their meeting held on 9 May 2024 decided to permanently close the manufacturing unit/factory of the company by 25 July 2024. Accordingly, the Board of Directors of the subsidiary based on their assessment, had concluded that the subsidiary has ceased to be a going concern and the financial statements of the subsidiary were prepared on other than going concern basis, whereby, the assets are carried at lower of cost or estimated net realizable values and the liabilities are carried at their estimated settlement values.

The subsidiary had recognised ₹ 337.58 Lakhs towards provision for employee benefits which includes notice period salary to administrative staff as per terms of employment and notice pay wages and retrenchment compensation to workers during the quarter and year ended 31 March 2024. During the current year, dues accrued as above were transferred to the bank accounts of employees based on notice of termination served on employees of the subsidiary. Further, on account of compliance by the subsidiary with relevant regulations, MPCB has issued a restart order vide its order dated 2 August 2024.

The subsidiary had also received a legal opinion that it had complied with relevant labour laws in connection with the closure which was also affirmed by the Industrial Court Chandrapur upon its reference. The valuation of fixed assets has been benchmarked to the Government guidance value for stamp duty purposes.

The management of the subsidiary Company was continuing its efforts in terms of finding a technically and financially feasible solution for restarting operations for which studies were ongoing in consultation with external technical agencies. Subsequent to year ended 31 March 2025, such studies have been completed and the management is of the view that any suggested process would involve substantial capital expenditure in addition to operating expenses considering the volume of effluent that needs to be handled based on the subsidiary’s scale of operations. The management of the subsidiary has initiated discussions with its promoters, NGI Inc. Japan on the future of subsidiary’s operations, given the implications on the entire supply chain. However, as on date, the management and Board of Directors of the subsidiary have concluded that the subsidiary continues to not being a going concern. Accordingly, the financial statements of the subsidiary used for the purpose of consolidation have been prepared on a basis other than going concern.

3.48 The Ministry of Corporate Affairs (MCA) has prescribed 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 Group uses SAP as accounting software for maintaining its books of accounts. Since enabling the feature of recording audit trail at the database level to log any direct data changes results in significant reduction in the performance capabilities of the software, the same was not enabled. However, the audit trail (edit logs) at the application level of the accounting software has operated throughout the year for all relevant

Consolidated Financial Statements
Summary of material accounting policy information and other explanatory information for the year ended 31 March 2025 (cont'd)

(All amounts are in ₹ Lakhs, unless otherwise stated)

transactions recorded in the software. Furthermore, the audit trail has been preserved by the Group as per the statutory requirements for the record retention.

Further, the Holding Compnay has used accounting software Zoho Books for recording the retail sales with effect from 1 March 2024. The said accounting software is operated by a third-party software service provider. 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 Organisation) is not available for the year ended 31 March 2025.

3.49 Prior year comparatives have been regrouped / reclassified where necessary to conform with the current period / year classification. The impact of such restatements / regroupings are not material to the consolidated financial statements.

This is the summary of material accounting policy information and other explanatory information referred to in our report of even date.

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

Vijay Vikram Singh
Partner
Membership No.: 059139

Place: Chennai
Date: 02 May 2025

For and on behalf of the Board of Directors of
Nitta Gelatin India Limited

Praveen Venkataramanan
Managing Director
DIN: 10607119

E. Nandakumar
Director
DIN : 01802428

Sahasranaman P.
Chief Financial Officer

Vinod Mohan
Company Secretary

Place: Kochi
Date: 02 May 2025

The Garden Factory
(Ossein Division)


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