



naga
Limited



**33RD ANNUAL REPORT
2023 - 2024**

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Corporate Information

Board of Directors:

Sri. K.S. Kamalakannan
Chairman and Managing Director

Smt. Mageswari Kannan
Joint Managing Director

Sri. Sounder Kannan
Whole-Time Director

Sri. D. Vijay Anand
Technical Director

Sri. S. Ramesh
Director (Projects)

Sri. P. Arivanandam
Independent Director

Sri. S. Neelakantan
Independent Director

Sri. Padmanabhan Sivaramakrishnan Iyer
Director

Chief Financial Officer
Sri. T.R. Sivaraman

Company Secretary
Sri. V. Balamurugan

Bankers:

Axis Bank Ltd, Dindigul
State Bank of India, Dindigul
HDFC Bank Ltd, Dindigul
Karur Vysya Bank, Dindigul
IDBI Bank, Dindigul
IDFC First Bank, Chennai
Indusind Bank, Chennai
ICICI Bank Ltd, Dindigul
Kotak Mahindra Bank, Chennai
South Indian Bank, Dindigul
Shinhan Bank, Chennai

Registered Office:

No.1, Anna Pillai Street,
Chennai – 600 001.

CIN : U10611TN1991PLC020409
Telephone : 044 – 2536 3535
Website : www.nagamills.com
Email : cs@nagamills.com

Corporate Office:

No.1, Trichy Road, Dindigul - 624 005.

Factories:

- 1) Naga Limited – Foods (Unit – I)
No.1, Trichy Road, Dindigul – 624 005.
- 2) Naga Limited – Foods (Unit – II)
No.133, Trichy Road, Dindigul – 624 005.
- 3) Naga Limited – Foods Aruppukottai
3/315, Melakandamangalam Village,
Aruppukottai, Virudhunagar – 626 101.
- 4) Naga Limited, R&D Division – I & Silos
No.1, Trichy Road, Dindigul – 624 005.
- 5) Naga Limited, R&D Division – II
No.1, Padiyur Road, Pudhupatti, Padiyur Post,
Vedasandur Taluk, Dindigul – 624 005.
- 6) Naga Limited – Minerals
No.9, Trichy Road, Dindigul – 624 005.
- 7) Naga Limited – Minerals - Vizag Unit,
No.4-57, Gollepeta, Koduru Village, Anakapalli Mandal,
Anakapalli, Visakhapatnam, Andhra Pradesh – 531 001.
- 8) Naga Limited – Minerals
Plot B, Road No: 138, V.O.Chidambaranar Port Trust,
Tuticorin – 628 004.
- 9) Naga Limited – Detergents
No.1, Oddanchatram Road,
Vedasandur – 624 710.
- 10) Naga Limited – Consumer Division Unit-I
No.131, Trichy Road, Dindigul – 624 005.
- 11) Naga Limited – Consumer Division Unit-II
No.1 Padiyur Road, Pudhupatti, Padiyur Post,
Vedasandur Taluk, Dindigul – 624 005.
- 12) Naga Limited – Consumer Division Unit-III
No.4/213, Padiyur, Dindigul – 624 005.
- 13) Windmills: Coimbatore, Dharapuram, Theni &
Thirunelveli

AUDITORS

STATUTORY AUDITORS:

M/s. MSKA & Associates
Chartered Accountants,
5th Floor, Main Building, Guna Complex,
New No. 443 & 445, Old No. 304 & 305.
Mount Road, Teynampet, Chennai – 600 018.
Telephone: +91 44 6131 0200
Email ID: GeethaJeyakumar@mska.in

INTERNAL AUDITORS:

M/s. KPMG Assurance and Consulting Services LLP
KRM Tower Ground Floor,
No.1 Harrington Road, Chetpet, Chennai – 600 031.
Phone Number: +91 94421 00689
Email ID: rahull@kpmg.com
jshyamsukha@kpmg.com

COST AUDITORS:

M/s. Subramanian Rajagopal & Associates
Cost Accountants,
4/51, Thippiran Thotti Street,
Tiruchirappalli – 620 008.
Mobile: +91 94437 82435
Email ID: cskrcma@gmail.com

SECRETARIAL AUDITORS:

M/s. GSR & Co.,
Practising Company Secretaries,
Flat No.A-2, 2nd Floor, Sai Niranthara, No. 14/23,
Nagarjuna Nagar 1st Street, Rangarajapuram,
Kodambakkam, Chennai – 600 024.
Telephone: 044 – 2484 6890, Fax: 044 – 4204 7845
Phone Number: +91 98404 26264
Email ID: gstrandco2020@gmail.com

REGISTRAR AND SHARE TRANSFER AGENT:

M/s. Cameo Corporate Services Ltd.,
"Subramanian Building",
No.1, Club House Road, Chennai – 600 002.
Telephone: 044 - 4002 0700/ 0710
E-Mail ID: cameo@cameoindia.com

COMPOSITION OF COMMITTEES AS ON 31.03.2024

AUDIT COMMITTEE:

Sri. P. Arivanandam	Chairman
Sri. S. Neelakantan	Member
Sri. Padmanabhan Sivaramakrishnan Iyer	Member

NOMINATION AND REMUNERATION COMMITTEE:

Sri. P. Arivanandam	Chairman
Sri. S. Neelakantan	Member
Sri. Padmanabhan Sivaramakrishnan Iyer	Member
Sri. K.S. Kamalakannan	Member

FINANCE COMMITTEE:

Sri. K.S. Kamalakannan	Chairman
Smt. Mageswari Kannan	Member
Sri. Sounder Kannan	Member
Sri. D. Vijay Anand	Member



The Legacy since 1962

“Leading Indian Food Enterprise”



Naga Limited, Dindigul, started way back in 1960 as United India Roller Flour Mills Ltd., Chennai. It was one of the only two flour mills contracted to supply ATTA to defence sector of the country for over a decade.

"Nagalakshmi Flour Mills Ltd., was established in 1977, at Dindigul."

Besides bulk Wheat, Maida, Atta, Sooji, Samba Rava and Poori Atta, Naga Limited also manufactures Chakki Atta, for which demand has risen by leaps and bounds, in recent years even in rice-eating habit areas of south, where one meal in a day necessarily includes Chapatis made of Chakki Atta, to fortify health.

Over the past four decades, Naga Ltd., has expanded its presence into various consumer retail products through major brands. Our portfolio includes NAGA Maida, Sooji, Atta, Samba Rava, Poori Atta, and Chakki Atta. Additionally, the brand SAVORIT offers a diverse range of Vermicelli and Pasta, made from wheat that adheres to specific quality grades, ensuring the products not only meet but also exceed global standards. As the single location largest pasta facility in the country Naga Limited bids fair to become the number one Pasta brand in the country within the next decade and our emerging brands KOLO, Kharamorra, Oyalo (QSR), and Minute Kitchen, further enhance our offerings.

"The brands from the house of NAGA Limited are curated to offer QUALITY and QUOTIENT to all types of consumers."

Naga Ltd., has truly embraced a farm-to-fork approach with state of the art production facility and grinding capacity of 20000 MTs per month, delivering diverse products to consumers across peninsular India, particularly Tamil Nadu. We provide convenient consumer packs priced at Rs.10 and Rs.20, along with larger packs tailored for the HORECA (Hotel/Restaurant/Café) and bakery segments.

"As a farm to fork organisation Naga Limited procures Wheat from the Wheat growing areas of North India in rakes at the time of harvests and has fine-tuned its storage facilities in huge silos capable of holding 77000 MTs "

For storing wheat as per the quality grade required for various types of Vermicelli and Pasta manufacture comparable to global standards. As the single location largest pasta facility in the country Naga Limited bids fair to become the number one Pasta brand in the country within the next decade.

"The promoters of Naga Limited have a rich tradition of ethical dealings with employees and customers alike "

The promoter Sri. K.S. Kamalakannan along with his family members put ethical values above all considerations and strive to live up to these cherished ideals. It would be the constant endeavor of Naga group to relentlessly pursue excellence in all spheres of manufacture, marketing and supply chain to ensure total satisfaction to the consumer at large in the country.

OUR MISSION

At NAGA, one simple belief “happy stakeholders offer best returns” has been passed on from our founding fathers to the present generation. Our corporate principle has taken this belief as a guiding philosophy. The four pillars on which the actual strength of the Company lies are given below:



I. Towards customers

The Company constantly strives to meet every customer's expectations by exactly understanding his needs and then offering him the best solution. The ultimate aim of the Company is to see every customer is delighted and for achieving this, Company keeps following, friendly flexible approach.

II. Towards vendors

Considering the free market forces at play, Company is always striving for co-existence and co-prosperity involving various suppliers and distributors who are in association for sharing the fruits of commerce based on mutual trust and mutual respect.

III. Towards employees

Employees form the core strength of our business activities – it is always Company's aim to provide great convenience standards for employees to perform well within the framework of set rules and regulations. Regular interactive sessions are conducted for assisting employees in maintaining and improving upon their living standards.

IV. Towards stakeholders

Company recognizes the contribution made by different shareholders for its consistent growth. Therefore, great importance is given in meeting the commitments made to the shareholders well in time. Efforts are on to improve the profitability in all spheres for gaining maximum confidence of the shareholders.

Brand Vision

To excel as a trusted, socially responsible and customer driven organisation providing maximum value to all stake-holders.

01

Brand Value

Ethical practices, customer focus, commitment to society, safety and environment, professional and transparent management, empowerment and accountability, adaptability to 'Change', innovation and creativity and emphasis on human resources development, cost reduction, productivity enhancement and resources conservation.

02

Brand Promise

We Promise to uphold the confidence, demands and Trust customer has placed to us while never losing sight of our innovative industrial spirit.

03



I foresee a bright future for NAGA Limited in the days to come based on our plans for strengthening on our core competencies and also making best use of the right opportunity that would be presented before us.



-Sri.K.S.Kamalakaran, CMD



CHAIRMAN'S MESSAGE

NAGA Limited, a prominent business entity in India, has been operating since 1962. Our primary focus lies in the foods, detergents, and mineral sectors, with factories located in Dindigul, Aruppukottai, and Veda sandur. Our Registered Office is based in Chennai.

Our flagship Company, NAGA Limited Foods, has been delivering high-quality wheat-based products such as atta, maida, and sooji to various parts of Tamil Nadu since its inception. The machinery and equipment used are from renowned Swiss Manufacturer Buhler. In line with our diversification strategy, we launched NAGA Limited Detergents in 1990, which produces superior detergent-based products like laundry and toilet soaps. We further expanded into mineral in 1995, processing minerals such as calcite, dolomite, China clay, feldspar, limestone, and others.

From the beginning, our customer-centric approach has been our core philosophy, fostering strong relationships with every individual we interact with - Employees, Suppliers, Distributors, Clients, Stakeholders, Investors, Partners, and more. Our quality-conscious policy has yielded impressive results, contributing to a respectable turnover. To enhance efficiency and productivity, we have implemented SAP HANA 4 licensed ERP software under our corporate planning objective. We are currently undergoing ISO 9000-9001 certification and expect to achieve it soon. Our decision-making process is swift and efficient, utilizing email-based communication for all internal communications through our "paperless office" concept.

Sri. SOUNDER KANNAN
WHOLE-TIME DIRECTOR



DIRECTOR'S MESSAGE

At Naga, we take pride in our long-standing commitment to ethical practices, reliability, and stability. For generations, we have remained steadfast in our values, never sacrificing innovation for short-term gains. Our approach has allowed us to build a strong foundation for growth, with a focus on the entire value chain, from back-end to front-end.

In the early 2000s, we recognized the importance of sustainability and began our journey towards reducing our environmental footprint. In 2004, we installed our first windmill, generating 5% of our power needs. Today, our Foods division runs entirely on energy from a captive power plant.

As India is poised to become a superpower in the next 25 years, we are eager to capitalize on the opportunities that this transformation brings. Companies like Naga Mills, with established markets and employees, will be well-positioned to grow exponentially during this period. With an open mind and a willingness to adapt, we believe that we can grow not just by 15-20%, but by leaps and bounds.

I have seen that this is where the growth is happening – this is where the action will be. At Naga, we are committed to staying ahead of the curve, embracing innovation and sustainability while maintaining our commitment to ethical practices and long-term growth.

Portfolio of Products

Naga

Staples



Naga

Ready to Cook



Ying Yaang

Noodles



Savorit



KOLO

Ready to Eat



Khara Morra

Ready to Eat



Oyalo

QSR



Minute Kitchen

Ready to Cook



STRATEGIC PILLARS



Future Readiness



The business environment is a dynamic and multifaceted ecosystem that directly impacts the strategies and operations of organizations. It encompasses a range of external factors, including economic conditions, technological advancements, social trends, political developments, and regulatory frameworks. Economic factors such as GDP growth rates and inflation levels influence consumer spending patterns and market demand, shaping business opportunities and risks. Technological innovations, from digitalization to AI and automation, drive industry disruption and create new avenues for growth and efficiency. Social and cultural shifts, such as changing demographics and consumer preferences towards sustainability, impact product development and market strategies. Political decisions, regulations, and global trade dynamics also play pivotal roles in shaping market landscapes and business operations, influencing everything from market access to supply chain logistics.

Adapting to this complex environment and navigating the market uncertainties and complexities with strategic foresight and agility. The company adopted strategies through its transformational, strategic and democratic leadership team.



Quality Excellence

"Quality is our way of living" encapsulates our unwavering commitment to excellence in everything we do. It defines our culture, guiding our daily operations, product development, and customer interactions. At **NAGA**, quality is not just a standard; it's a core value ingrained in every aspect of our business. We strive to exceed expectations by consistently delivering superior products and services that meet the highest standards of craftsmanship and reliability. This commitment ensures customer satisfaction, builds trust, and sets us apart in the marketplace as a leader dedicated to excellence and continuous improvement.



GOOD GOVERNANCE

At NAGA, we are committed to establishing a robust corporate governance strategy that prioritizes the interests of our Shareholders, Creditors, Employees, and all Stakeholders. We adhere strictly to regulatory guidelines and uphold ethical practices to ensure transparency throughout our organization.

Transparency

Openness in decision making processes and communication, providing stakeholders with clear and accurate information about the organization's activities, financial performance, and policies.

Fairness

Ensuring impartiality and equity in the treatment of all stakeholders, including employees, customers, shareholders, and the community. Fair practices prevent discrimination and promote equal opportunities.

Effectiveness and Efficiency

Efficient use of resources and processes to achieve organizational objectives, promoting effectiveness in decision-making and operations.

01

02

03

04

05

06

Accountability

Holding individuals and entities responsible for their actions and decisions, ensuring alignment with organizational goals and ethical standards. This includes mechanisms for reporting, auditing, and addressing misconduct.

Responsibility

Upholding ethical behavior and fulfilling obligations towards stakeholders, including legal compliance, environmental stewardship, and social responsibility initiatives.

Strategic Vision

Alignment of governance practices with the organization's long-term goals and objectives, fostering sustainability and resilience against risks and challenges.



Success

FOSTERING ENVIRONMENTAL SUSTAINABILITY

As part of our commitment to reducing our carbon footprint and transitioning to a sustainable energy future, we have launched a comprehensive renewable energy initiative aimed at reducing our dependence on fossil fuels and increasing our reliance on clean, renewable energy sources. This initiative is a key component of our environmental sustainability strategy, which is designed to minimize our ecological footprint, reduce our impact on the environment, and promote a healthier planet for future generations. By investing in renewable energy, we are not only reducing our greenhouse gas emissions and mitigating the effects of climate change, but also creating a more sustainable and resilient business model that benefits both our company and the community.

Our Installed Renewable Energy Capacity

The Company being a responsible corporate citizen



6.60 MW

Installed capacity of solar power



16.45 MW

Installed capacity of wind power



CHAIRMAN'S SPEECH

DEAR SHAREHOLDERS

It is my pleasure to welcome you all for the 33rd Annual General Meeting of your Company. The Annual Report and Audited Accounts of the Company for the year ended March 31, 2024 have been with you for some time and I take them as read. I am also glad to inform you that we could achieve reasonable results both in terms of turnover and profitability during the year 2023-24.

Economy:

“World Economic Outlook” report of IMF predicts “Global economic activity” is stalling with signs of slowdown in both the manufacturing and service sectors. Tight financial conditions weigh on consumer and business sentiments, while fiscal and monetary policy makers are assessing trade offs and sequencing for careful policy calibration.

The economic back drop is marked by protracted weakness in global growth and widening divergence. The International Monetary Fund (IMF) forecasts a slight decline in global growth to 2.9% in 2024, down from 3% in 2023. The relative resilience in global figures will continue to rely on the growth performance of emerging economies, while the momentum in advanced economies is fading.

Performance:

During the last year’s speech, I have indicated that your Company had crossed the 2K milestone in achieving the turnover. The momentum continued during the year under review. I am glad to inform that your Company ended the year with a profit before tax of Rs. 31.23 Cr as against as Rs. 20.00 Cr achieved during the last year. Despite the efforts put in by all level of employees your Company went through various difficulties including vigorous competition, increased interest on account of increased borrowing towards various project additions, increased marketing expenditure and pressure on QSR business. While, overall profitability increased the operating margin declined due to the above reasons.

We can now move towards the Divisional performance:

FOODS:

The reduction in actual production for the year under review is mainly on account of the modernization project at Dindigul.

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Production (MT)	232491	254134	236068	219915	228692
Growth %	(9)	8	7	(4)	(5)
CAGR %	6.6	9	9.2	9.6	13.2

CONSUMER:

The performance for the year under review got improved on account of expansion of D2R in more districts.

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Production (MT)	53242	46912	53549	54084	34583
Growth %	13	(13)	(1)	56	2
CAGR %	15.3	15.5	21	26	19.3

I-FOODS:

Shareholders may be aware that we have acquired a pizza manufacturing plant in the year 2021-22. Consequently we have formed a division exclusively for QSR Business. Your Company is gearing itself to stabilize the business and achieve break even in the years to come.

Year	2023-24	2022-23
Production (MT)	193	125
Growth %	2	5
CAGR %	54.4	-

DETERGENTS:

This division could improve the production and sales during the year under review.

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Production (MT)	207525	194292	175442	165456	156145
Growth %	7	11	6	6	3
CAGR %	8	8.2	7.8	8.1	8.7

MINERALS:

The division could improve the performance considerably with various efforts put in by all levels of employees.

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Production (MT)	166286	150325	153395	142535	103385
Growth %	11	-	8	38	-
CAGR %	5.9	5.3	6.6	6.4	(0.3)

MANUFACTURING (TOTAL):

The challenges we faced in 2022-23 continued during the year under review. However, your Company managed to achieve reasonable results by prudently managing the same.

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Production (MT)	659737	645788	618454	581990	522805
Growth %	2	5	6	11	(1)
CAGR %	7.4	8.2	8.8	9.3	8.8

WIND AND SOLAR POWER:

This Division has 16 windmills and 2 solar power plant having a total capacity of 23.05 MW at various locations in Coimbatore, Dharapuram, Theni and Thirunelveli. This division has maintained the production and sale of units as well as profitability for the year under review.

Year		2023-24	2022-23	2021-22	2020-21	2019-20
Units Consumed*	Renewable	380	322	239	227	230
	Non-Renewable	35	105	136	116	72
	Total	415	427	375	343	302
Units Generated*	Renewable	266	156	162	149	154
	Non-Renewable	-	-	-	-	-
Purchased*	Renewable	114	166	77	78	76
	Non-Renewable	35	105	136	116	72
	Total	149	271	213	194	148

*(Units in Lakhs)



FINANCIAL INFORMATION:

The book value of your Company's shares has grown to Rs 144.26 in 2023-24 indicating the improved performance of your company over these years:

Year	2023-24	2022-23	2021-22	2020-21	2019-20
Per Share Value (in Rs.)	144.26	116.77	111.37	103.55	95.62

DIVIDEND:

As you all aware your Company had already declared and paid an interim dividend of 10%. In view of the continuous ongoing projects and the necessity to conserve resources, your Directors decided not to declare any final dividend.

ACKNOWLEDGEMENT:

I thank all the Shareholders of the Company for their continued patronage to the Company all these years.

My heartfelt thanks to all my Colleagues on the Board both Executive, Non-Executive and Independent for their excellent guidance, support and encouragement for running the Company on all critical times.

I extend my thanks to Employees at all levels of the Company for their dedicated services in achieving the results.

I convey my heartiest thanks to all Customers, Suppliers and Service Providers for their support and cooperation.

My thanks are equally due to various departments of Central and State Governments and Banks.

MAY GOD BLESS NAGA FAMILY.

K S Kamalakannan
Chairman and Managing Director
DIN 01601589



Last 10 Years Financial Highlights

Particulars	CAGR	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
Profit & Loss											
Operating Income / Turnover	18%	2027.88	2099.06	1726.80	1506.63	1003.30	837.19	893.92	665.92	432.74	463.53
Other Income		29.80	7.09	5.41	1.56	6.39	14.13	8.95	2.59	2.91	2.22
Total Income	18%	2057.68	2106.15	1732.21	1508.19	1009.69	851.32	902.87	668.51	435.65	465.75
Operating Expenses	19%	1938.46	2009.19	1648.58	1424.25	934.23	769.21	808.61	584.13	389.69	418.02
EBDITA	11%	119.22	96.96	83.64	83.95	75.46	82.11	94.26	84.38	45.96	47.73
Depreciation	12%	47.02	42.54	36.98	35.62	33.06	27.42	25.29	21.41	18.88	17.46
Finance Cost	8%	40.97	34.42	29.99	32.82	33.63	29.07	31.98	22.98	18.23	19.95
Profit Before Tax (PBT)	13%	31.23	20.00	16.67	15.51	8.77	25.62	36.99	39.98	8.86	10.32
Profit After Tax (PAT)	15%	26.74	13.01	12.36	12.33	12.92	18.12	22.15	24.38	5.12	7.62
Cash Generation (Post Tax)	13%	73.76	55.55	49.34	47.95	45.98	45.54	47.44	45.79	24.00	25.08
Equity Dividend (%)	3%	10%	10%	10%	10%	8%	8%	8%	8%	8%	8%
Dividend Payout		1.42	1.42	1.42	1.42	1.14	1.14	1.14	1.14	1.14	1.14
Dividend Payout Ratio (%)	-11%	5%	11%	12%	12%	9%	6%	5%	5%	22%	15%
No of Equity Shares		1.42	1.42	1.42	1.42	1.42	1.42	1.42	1.42	1.42	1.42
Face Value of Equity Shares (Rs)		10	10	10	10	10	10	10	10	10	10
Equity Share Capital		14.25	14.25	14.25	14.25	14.25	14.25	14.25	14.25	14.25	14.25
Reserves and Surplus	15%	191.00	152.13	144.43	133.30	121.99	112.30	95.63	81.00	57.49	53.75
Shareholders Funds/Networth	13%	205.25	166.38	158.68	147.54	136.24	126.55	109.88	95.25	71.74	67.99
Long Term Debt	11%	251.23	239.37	183.70	191.71	213.58	146.02	141.44	92.30	99.70	102.05
Gross Fixed Assets	11%	660.82	565.88	481.71	417.25	376.97	281.02	222.99	309.00	262.00	249.00
Net Fixed Assets	12%	403.72	350.41	302.34	274.45	269.80	206.90	176.00	165.66	139.76	145.52
Earning Per Share (Rs.)	15%	18.77	9.13	8.67	8.65	9.07	12.72	15.55	17.11	3.59	5.35
Book Value Per Share (Rs.)	13%	144.05	116.77	111.37	103.55	95.62	88.82	77.12	66.85	50.35	47.72
Debt (Longterm) Equity Ratio		1.22	1.44	1.16	1.30	1.57	1.15	1.29	0.97	1.39	1.50
Leverage : TOL/TNW		2.53	2.90	2.91	2.85	3.00	1.92	3.04	3.65	2.62	2.44
EBIDTA/Turnover	-6%	5.88%	4.62%	4.84%	5.57%	7.52%	9.81%	10.54%	12.67%	10.62%	10.30%
Interest Coverage Ratio		2.91	2.82	2.79	2.56	2.24	2.82	2.95	3.67	2.52	2.39
RONW (%)	2%	13.03%	7.82%	7.79%	8.35%	9.48%	14.32%	20.16%	25.60%	7.14%	11.21%
Ratios											
Balance Sheet											



NAGA LIMITED

CIN: U10611TN1991PLC020409

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001.

Website: www.nagamills.com | Email ID: cs@nagamills.com | Ph : 044-25363535

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the (33rd) Thirty Third Annual General Meeting (AGM) of the Members of the Company will be held at 12.15 P.M. IST on Friday the 23.08.2024 at the Presidency Club, No. 51, Ethiraj Salai, Egmore, Chennai – 600 008 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31.03.2024, together with the Reports of the Board of Directors' and the Auditors' thereon, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31.03.2024 and the Reports of Directors, including annexures and Auditors thereon are received, considered and adopted.”

2. To appoint Director in place of Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Director in place of Sri. Sounder Kannan (DIN: 01603823), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Sri. Sounder Kannan (DIN: 01603823), Whole-Time Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:****4. To approve the remuneration of the Cost Auditor for the financial year 2024-25, by passing the following as an Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus GST as applicable and reimbursement of out-of-pocket expenses to M/s. Subramanian Rajagopal and Associates (F.No.1273) appointed by the Board of Directors of the Company at their meeting held on 10.07.2024, to conduct the audit for products covered under Minerals & Detergents Divisions of the Company for the financial year 2024-25, be and is hereby approved and confirmed.”

“RESOLVED FURTHER THAT pursuant to Section 21 of the Companies Act, 2013, any one of the Executive Directors or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**By Order of the Board
For Naga Limited**

**Place: Dindigul
Date : 10.07.2024**

**V. Balamurugan
Company Secretary
M.No. F12312**



IMPORTANT NOTE:

Statutory Information:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy form should be submitted to the Company at least 48 hours before the commencement of the meeting.
2. Members and proxies should bring the attendance slip duly filled in for attending the meeting.
3. Corporate Members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (PDF/JPEG format) authorizing their representative to attend and vote on their behalf at the Meeting.

Proxy:

The instrument appointing the Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.

4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) of the meeting is annexed hereto.
6. Particulars of the Directors seeking appointment/re-appointment/renewal of appointment at the Annual General Meeting are enclosed and form an integral part of the Notice.
7. Dispatch of Annual Report and Notice of the Meeting:

Pursuant to the General Circular No. 20/2020 dated 5th May, 2020, read with General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 dated 13th January, 2021 and No.02/2022 dated 05th May, 2022 and 09/2023 dated 25th September, 2023, the General Circular issued by the Ministry of Corporate Affairs (MCA), owing to difficulties involved in dispatch of physical copies of the Annual Report and AGM Notice (including Financial Statements, Report of Board of Directors, Auditors' Report and other required documents to be attached there with) shall be sent in electronic mode to members in e-mail address is registered with the Company/RTA or the Depository Participants.



8. Electronic copy of the Annual Report for the year 2023-24 and the Notice of the 33rd AGM are being sent to the Members whose E-mail IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories, unless any member who requests a hard copy of the same.

9. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://www.nagamills.com/Investors.html>.

10. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and holidays, between 10.00 a.m. and 5.00 p.m up to the date of the Annual General meeting.

11. The voting rights of the shareholder shall be in proportion to their shares in the paid up capital of the Company.

Dividend:

The interim dividend of 10% declared in February, 2024 has been considered as final dividend for the year 2023-24 and hence the Board of Directors did not recommend any final dividend.

Unpaid/Unclaimed Dividend:

As per Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The details of unpaid dividend relating to the years 2015-16 (Final) to 2022-23 as on 14th August, 2023 being the date of the last AGM is available in the website of the Company <https://www.nagamills.com/Investors.html>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2016-17 to 2023-24 will be uploaded on the Website of the Company in due course.

Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.

As per the extant law, the shareholders are entitled to claim the unpaid dividends transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for submission of claims is available in the IEPF website <https://www.iepf.gov.in/IEPF/refund.html>.

Unclaimed dividend for over 7 years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Note No.40 of the Director's Report of 33rd Annual Report and lodge their claim, if any, immediately either with the Company Secretary or Investor Education and Protection Fund.

**General:**

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holdings should be verified.

Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>

Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may approach the RTA and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering nominations.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 3:**

The Board of Directors of the Company, at their meeting held on 10.07.2024, on the recommendation of the Audit Committee, approved the appointment of M/s. Subramanian Rajagopal and Associates, Cost Accountants, based in Trichy, having firm Registration Number: 1273, having partners (i) Sri. S. Parameswaran, M.No.11090 and (ii) Sri. K. Rajagopal, M.No.17491, Cost Accountants, to conduct the cost audit for Minerals & Detergents Divisions of the Company for the financial year 2024-25 on a remuneration of Rs. 75,000/- plus GST and reimbursement of out-of-pocket expenses, subject to approval by Shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Shareholders of the Company.

The Board recommends the resolution set out in Item No. 3 for approval of the Members, to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution.

**By Order of the Board
For Naga Limited**

**V. Balamurugan
Company Secretary
M.No. F12312**

**Place: Dindigul
Date : 10.07.2024**

Re-appointment and/or Retire by Rotation of Directors:

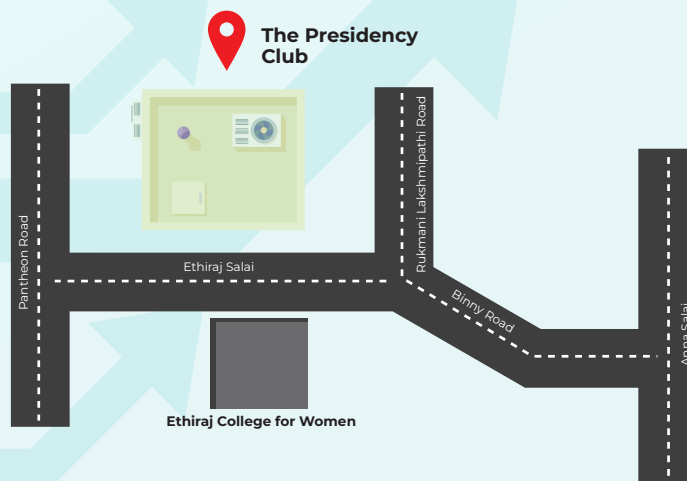
Information required to be furnished under Secretarial Standards-2 on General Meetings. The particulars of Directors who are proposed to be re-appointed at this meeting are given below:

1. Name of Director	Smt. Mageswari Kannan	Sri. Sounder Kannan
2. Date of Birth & Age	27 th January, 1959 & 65 years	11 th April, 1981 & 43 years
3. Qualification	B.Sc	B.E. (Mechanical)
4. Expertise in specific functional areas	Experience in Flour Milling, Minerals & Manufacturing Detergents for the past 40 Years	Experience in Flour Milling, Minerals, Detergents & Power for the past 19 Years
5. Terms and Conditions of Re-appointment	<p>Salary: Rs. 7.50 Lakhs per month</p> <p>Perquisites:</p> <p>(a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>b) Provision of rent free fully furnished residential accommodation.</p> <p>c) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family; Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites:</p> <p>i) Car: To provide a car for use in company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p> <p>Commission:</p> <p>At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.</p>	<p>Salary: Rs. 10 Lakhs per month</p> <p>Perquisites:</p> <p>a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;</p> <p>b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and</p> <p>c) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family; Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites:</p> <p>i) Car: To provide a car for use in Company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p> <p>Commission:</p> <p>At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.</p>

6.	Remuneration sought to be paid	NA	NA
7.	Remuneration last drawn	Rs. 7.50 Lakhs per month	Rs. 10 Lakhs per month
8.	Date of first appointment on the Board	01.08.1998	08.03.2006
9.	Number of shares held in the Company	Before amalgamation: 2563538 (17.99%) After amalgamation: 2656211 (18.27%)	Before amalgamation: 1317327 (9.25%) After amalgamation: 1317332 (9.06%)
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Sri. K.S. Kamalakannan, CMD, Mother of Sri. Sounder Kannan, WTD & Mother-in-Law of Sri. D. Vijay Anand, TD	Son of Sri. K.S. Kamalakannan, CMD & Smt. Mageswari Kannan, JMD
11.	No. of Board meetings attended during the financial year 2023-24	Held - 7 Attended - 7	Held - 7 Attended - 7
12.	Details of Other Directorships, Membership/Chairmanship of Committees of other Boards including the Company.	Directorship – M/s. Mageswari Enterprises Private Limited (Formerly known as 'M.M.Detergents Company Private Limited') & M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as 'Tutifood Private Limited') Naga Limited: Finance Committee: Member	Naga Limited: Finance Committee: Member

Route Map to the AGM Venue:

Venue: The Presidency Club, 51, Ethiraj Salai, Egmore, Chennai - 600 008.
Land Mark: Opposite to Ethiraj College for Women.



33RD DIRECTORS' REPORT

TO THE MEMBERS OF NAGA LIMITED

Your Directors have pleasure in presenting the 33rd Annual Report together with the Audited Accounts for the year ended 31.03.2024.

1. SCHEME OF AMALGAMATION

Your Company filed a joint application before the Hon'ble National Company Law Tribunal (NCLT), Division Bench-I, Chennai, in the matter of Scheme of Amalgamation of M/s. Kovil Cereals Private Limited (Transferor Company No.1) and M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with your Company (Naga Limited (Transferee Company)), and their respective Shareholders and Creditors, in consideration of the following benefits, after obtaining approval of the Board, Shareholders, Creditors of Transferor and Transferee Companies, wherever applicable:

- Simplify management structure, leading to better administration and reduction in costs from more focused operational efforts, rationalisation, standardisation and simplification of business processes, and the elimination of duplication and rationalisation of administrative expenses.
- Greater integration and financial strength for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the financial position of the amalgamated entity.
- The amalgamation would lead to greater and optimum utilisation of the available resources resulting in substantial reduction in statutory Compliances.
- Simplification of group structure by eliminating multiple companies having similar objectives or businesses.

Further, the Company started the process of Amalgamation and obtained requisite approvals, as directed by the Tribunal. NCLT, vide its order dated 21.06.2024, approved the said Scheme of Amalgamation, considering the appointed date as 01.04.2023.

Accordingly, the Standalone and Consolidated Financial Statements are prepared including the financials of the amalgamated entities.

2. WORKING RESULTS

The standalone and consolidated audited financial results of your Company for the year under review along with the figures for the previous year are as follows:

(Rs. in Cr)

Working Results	Standalone		Consolidated	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
Sales and other operating Income	2027.88	2099.06	2027.88	2099.06
Other Income	29.80	7.09	29.80	7.09
Total Income	2057.68	2106.15	2057.68	2106.15
Profit before Interest, Depreciation and Tax	119.22	96.96	119.32	97.01
Finance Cost	40.97	34.42	40.97	34.42
Depreciation	47.02	42.54	47.02	42.54
Profit Before Tax and Share of Profit from Associates	31.23	20.00	31.15	19.86
Share of Profit / (Loss) from Associates	-	-	0.18	0.19
Profit Before Tax	31.23	20.00	31.33	20.05
Provision for Current Tax	5.47	4.76	5.47	4.76
Provision for deferred Tax	(0.98)	2.23	(0.98)	2.23
Net Profit	26.74	13.01	26.84	13.06
Other Comprehensive Income (OCI):				
Remeasurement of Defined Benefit Plans (Net of Taxes)	(0.31)	(1.24)	(0.31)	(1.24)
Total OCI for the year (Net of tax)	26.43	11.77	26.53	11.82
Add: Surplus from Previous Year	149.55	139.41	149.41	139.13
Total	175.98	151.18	175.94	150.95
Appropriations:				
Dividend paid during the year	1.42	1.42	1.42	1.42
Tax on Dividend Distribution	-	-	-	-
Transfer to General Reserve	0.21	0.21	0.21	0.21
Earlier Period Items	-	-	-	-
Other foreign currency translation reserve	-	-	(0.13)	(0.09)
Balance carried forward	174.35	149.55	174.44	149.41

Note: Figures have been regrouped and reclassified, wherever necessary.

3. DIVIDEND

Taking into account the consolidation of various diversifications and the capex programmes your Directors have decided not to declare any final dividend. It is also to be mentioned that your Company had already paid an Interim dividend of Re. 1.00 per equity share (10% on paid-up equity capital).

4. TRANSFER TO RESERVE

Your Board proposes to transfer Rs. 0.21 Cr to the General Reserve. An amount of Rs. 3.97 Cr is proposed to be retained in the General Reserve Account.

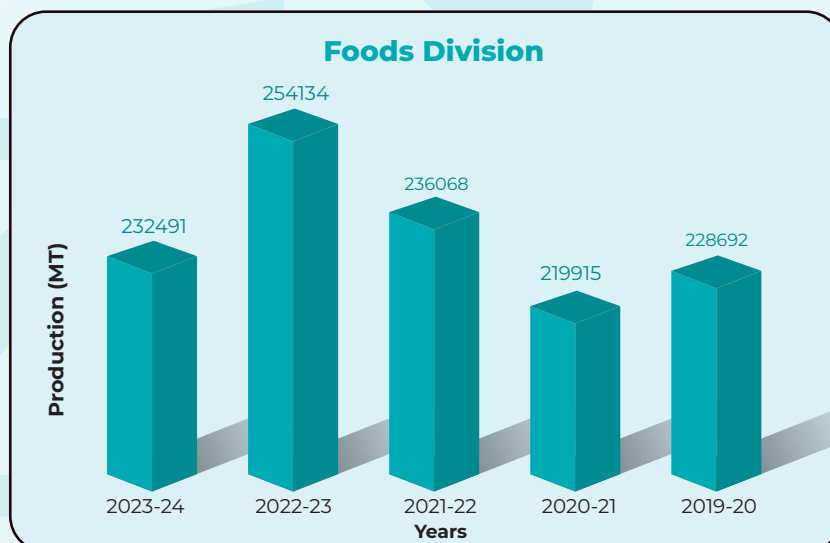
5. COMPANY PERFORMANCE FY 2023-24

Braving the challenges faced after introduction of QSR business and new marketing initiatives, your Company could attain a reasonable turnover of Rs. 2027.88 Cr as against a turnover of Rs. 2099.06 Cr achieved during the corresponding previous year. Sensing the need to infuse funds to cope up with the various diversified activities your Company took the concrete decision to monetize the non-productive assets. This has resulted in increase other income and resulted in improved profitability.

6. FOODS DIVISION

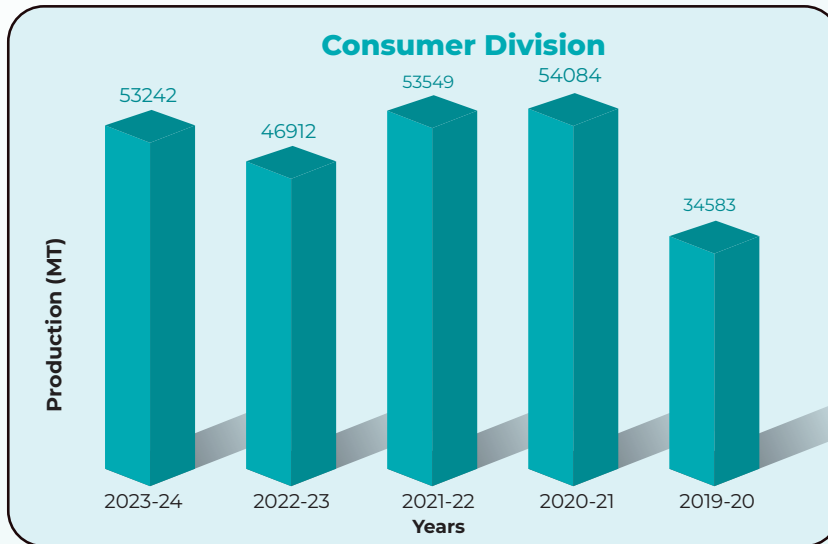
Naga Limited's Foods Division is located at Dindigul & in Aruppukottai. The installed capacity is 1616 tons per day. The state-of-the-art set-up includes an entire Buhler plant with PLC control. We are happy to inform the Members that A Mill at Dindigul has been completely modernized with Buhler Machinery and your Company expect to get the benefits during the current year. The Division also has Silos for storage of wheat up to 76,000 tons.

The division has achieved a turnover of Rs. 739.14 Cr as against Rs. 798.52 Cr achieved during the corresponding period of last year. Modernization of the A Mill and product mix are the major reasons for the reduction in Turnover. The Profitability also got reduced due to the above reasons and cost pressures.



7. CONSUMER DIVISION

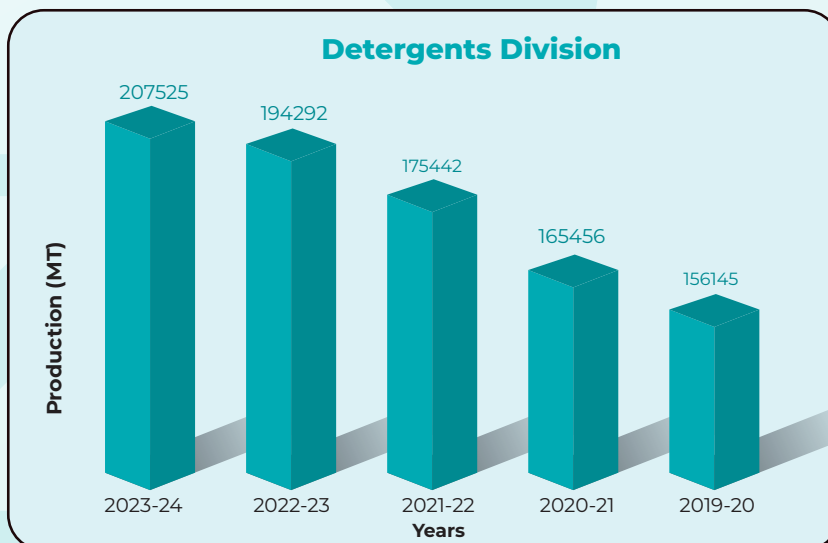
The Consumer Division of the Company has a production capacity of 140 tons per day. The Division has achieved a turnover of Rs. 307.70 Cr as against Rs. 250.37 Cr achieved during last year. The increase in turnover is mainly on account of higher selling price the Division could earn. However, due to new marketing strategies the profitability was impacted to a large extent.



8. DETERGENTS DIVISION

The Division is located at Vedasandur and has a production capacity of 3,00,000 tons per annum. Your Company is the third largest manufacturer of detergents to M/s. Hindustan Unilever Limited.

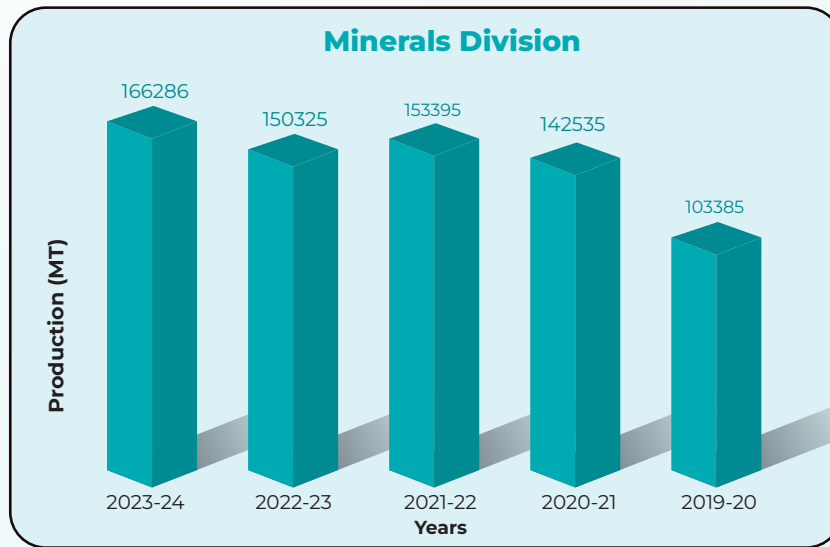
This Division has achieved a Turnover of Rs. 896.57 Cr as against Rs. 974.89 Cr achieved during the corresponding period of last year. However higher realization, new cost finalization by customer resulted in improved profitability.



9. MINERALS DIVISION

This Division located at Dindigul has a production capacity of 2,00,000 tons per annum.

This division has achieved turnover of Rs. 69.29 as against Rs. 64.17 Cr achieved during last year. The profitability got improved due to low cost imported materials and forex coverage. Taking into advantage of imports, your Company is taking all steps to shift the Minerals Division to Tuticorin Port where your Company has taken the land on long term lease. This will certainly help your Company to get substantial savings in cost and obtain better margins. The plant may get inaugurated before the end of current year.

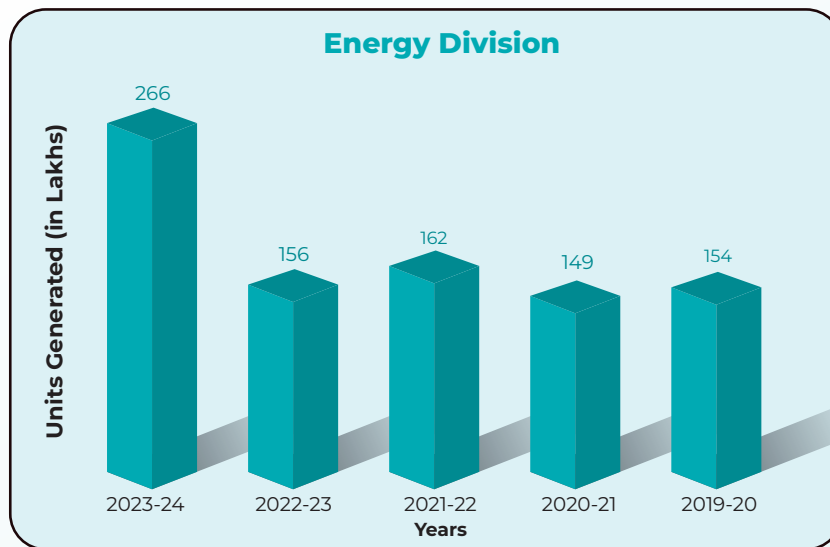


10. I-FOODs DIVISION

Attention is drawn to the Members regarding the information furnished during last year about slow start of this division. Despite the best efforts of your Company both in terms of funding and marketing efforts, this division is yet to get a good market share. As already explained during last year, this new QSR business takes more time than anticipated. Your Company is putting the best efforts to stabilize a reasonable turnover and to achieve break even in the next couple of years.

11. WIND & SOLAR POWER DIVISION

This Division has 16 windmills and 2 solar power plant having a total capacity of 23.05 MW at various locations in Coimbatore, Dharapuram, Theni and Thirunelveli. This division has improved the turnover and profitability.



12. FINANCE

Installments and interest due on Term Loans and interest due on working capital borrowings were met on due dates. Your Company availed Rs. 82.60 Cr of Term Loans during the year under review for modernisation of A Mill, meeting the ongoing projects at Consumer Division, towards repayment of higher cost Term Loans and for Logistics Division. Your Company also repaid the high cost term loans of Rs. 27.73 Cr during the year under review.

13. ACCREDITATION

The Company continues to be certified under FSSC 22000:2005 including ISO 22000:2005, ISO/TS 22000- 1:2009. The Company also continues to get certified as Grade A under BRC Global Standard for food safety.

14. SUBSIDIARY & ASSOCIATE COMPANIES

Your Company had 2 Wholly Owned Subsidiaries as at 31.03.2023 and during the year, Naga Mills Private Limited (Bangladesh), one of the foreign subsidiaries of the Company, initiated and completed winding up at its jurisdiction and got wound up with effect from 26.10.2023. Thus, effectively considering the winding up, the Company has only one subsidiary as at 31.03.2024. Hence, the consolidated financial statement presented along with this report includes only one wholly owned overseas subsidiary. The consolidated financial statements of the Company & its wholly owned subsidiary which form part of Annual Report have been prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a statement containing the salient features of the Financial Statement of Subsidiary Company in the prescribed format AOC-1 is annexed with Consolidated Financial Statements. The statement also provides the details of performance and financial position of the Wholly Owned Subsidiary Company.

As a result of approval of Scheme of Amalgamation of M/s. Kovil Cereals Private Limited (Transferor Company No.1) and M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with your Company (Naga Limited (Transferee Company)), and their respective Shareholders and Creditors, by NCLT vide its order dated 21.06.2024, considering the appointed date as 01.04.2023, your Company holds 32.61% of share capital of M/s. Lakme Investment and Finance Limited, and hence became an Associate Company of your Company.

In accordance with Section 136 of the Companies Act, 2013 the Audited Financial Statements, including the consolidated financial statements & related information of the Company & Audited Accounts of its Subsidiary Company are available on the website www.nagamills.com. These documents will also be available for inspection during business hours at the registered office of the Company. Any Member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office of the Company.

The Consolidated net profit of the Company and its Subsidiary amounted to Rs. 26.53 Cr for the financial year ended 31.03.2024 as compared to Rs. 11.82 Cr for the previous financial year ended 31.03.2023. Additional details regarding performance of Subsidiary Companies are submitted in the succeeding paragraphs.

15. OVERSEAS SUBSIDIARIES

Naga Far East Private Limited (Singapore)

The Company has been formed to carry on the business of international trading in commodities, supply chain management of food products, investing and holding assets and trading in mines & quarries worldwide.

This Company recorded a loss of US\$ 9,012.8/- (equivalent to Rs. 0.075 Cr/-) for the year ended 31.03.2024 (Previous year: Loss of US\$ 10,847.06/- (equivalent to Rs. 0.089 Cr/-).

Directors are weighing all options including routing of all imports and Exports of your Company through this subsidiary in future.

Naga Mills Private Limited (Bangladesh)

The Company operated in the business of manufacturing and job works related to Detergents. Since the main aim of starting Detergents business through this subsidiary did not fructify, your company initiated and completed winding up the Company and got wound up with effect from 26.10.2023.

The diminution in the value of investments amounting to Rs. 19.20 lakhs and incorporation expenses amounts to Rs. 1.49 Lakhs have been accordingly dealt with in the books of accounts during the year.



16. ENVIRONMENTAL PROTECTION

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliance of environmental regulations and preservation of natural resources. The Company continues to provide utmost attention to the conservation and improvement of the environment. Various provisions and precautions are taken to enable the Company to comply with the Pollution Control norms on a sustained basis.

17. RESEARCH AND DEVELOPMENT

Your Directors are glad to inform that Department of Scientific and Industrial Research (DSIR) under the Ministry of Science and Technology has accorded its approval for recognition of our two R&D Units up to 31.03.2026. DSIR has also approved the Units for eligible to claim Deduction under section 35(2AB) of the Income Tax Act. The R&D Team is concentrating on development of various new products and processes and improvement of existing products in terms of quality and cost. During the year under review, the R&D Units launched various types of Chips which are favoured well by the market.

18. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act 2013, the Annual Return as on 31.03.2024 will be placed on the Company's website at <https://www.nagamills.com/Investors.html> after the conclusion of the AGM. The Annual Return as on March 31, 2023 is placed on the Company's website at [https://www.nagamills.com/Form%20MGT-7%20FY%202022-23%20\(1\).pdf](https://www.nagamills.com/Form%20MGT-7%20FY%202022-23%20(1).pdf)

19. DIRECTORS' RESPONSIBILITY STATEMENT

While preparing the annual accounts, the Company has adhered to the following:

- a) In the preparation of the annual accounts for the year ended 31.03.2024, the applicable accounting standards referred to in Section 129 (1) of the Companies Act, 2013 read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments 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 31.03.2024 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The Directors have prepared the annual accounts on a “going concern” basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the Company had made investments as detailed below:-

S.No	Company Name	No.of Shares	Value (in Rs.)
Investment in Associate Companies:			
1.	M/s. Lakme Investment And Finance Limited*	2,68,897	26,88,970
Investment in Group Companies:			
1.	M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as M/s.Tutifood Private Limited)	1,800	18,000
2.	M/s. Mageswari Enterprises Private Limited (Formerly known as M/s. M.M.Detergents Company Private Limited)*	3,955	12,22,080

* Due to Amalgamation of M/s. Kovil Cereals Private Limited (Transferor Company No.1) and M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with your Company (Naga Limited (Transferee Company)), based on the approval of the Scheme of Amalgamation by NCLT vide its order dated 21.06.2024, 32.61% of share capital of M/s. Lakme Investment and Finance Limited got transferred to your Company making it as an Associate of your Company. Also the 6.26% of the Share Capital of M/s. Mageswari Enterprises Private Limited (Formerly known as M/s. M.M.Detergents Company Private Limited) also got transferred to your Company by the above order.

During the year, the Company has not given any loans and/ or guarantees.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

Arrangements with Related Parties referred to in Section 188(1) of the Companies Act, 2013 are furnished in accordance with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 in “Annexure-A”.

22. CORPORATE SOCIAL RESPONSIBILITY

The brief amended outline of the Corporate Social Responsibility (CSR) Policy of the Company was approved by your Directors at their meeting held on 26.05.2023 and the annual report on CSR Activities undertaken by the Company during the year is set out in “Annexure-B” of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. This Policy is available on the Company’s website <http://www.nagamills.com/Investors.html>



23. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

24. VIGIL MECHANISM

In reference to Section 177(9) of the Companies Act, 2013 read with relevant rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014, the Company has established a vigil mechanism overseen by the Audit Committee. The policy has been uploaded in the Company website. During the year, no complaint under this facility was received.

25. SECRETARIAL STANDARDS

The Company complies with Secretarial Standards to the extent applicable.

26. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

27. MATERIAL CHANGES AND COMMITMENTS

During the year under review, your Company has obtained approval of the shareholders by passing special resolution through Postal Ballot dated 23.02.2024 under Section 13 of the Companies Act, 2013 read with Section 100 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for alteration of objects clause of Memorandum of Association of the Company by alteration/replacement/insertion of sub-clauses under Clauses III(A) & III(B) and deletion of all sub-clauses under Clause III(C), to synchronise the Main Objects with the current business activities and as a result the Corporate Identification Number (CIN) of the Company got modified from U24246TN1991PLC020409 to U10611TN1991PLC020409. The amalgamation of two companies with your Company has already been included in the earlier paragraphs.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed in "Annexure-C".

29. CASH FLOW STATEMENT AND CONSOLIDATED ACCOUNTS

The consolidated financial statements prepared in accordance with the relevant Accounting Standards and as per Section 129(3) of the Companies Act, 2013 forms an integral part of the Annual Report.

30. INTERNAL FINANCIAL CONTROL

The Company maintains all the records in ERP System developed exclusively for your Company and the work flow and majority approvals are routed through this system. The Company has laid down adequate systems and well-drawn procedures for ensuring internal financial controls. It has appointed an external Chartered Accountant Firm as Internal Auditor for periodically checking and monitoring the internal control measures. Internal Auditor is present at the Audit committee meetings where internal audit reports are discussed alongside of Managements comments and final observation of the Internal Auditor. The Board of Directors have adopted various policies like Whistle Blower Policy and put in place budgetary control and monitoring measures for ensuring the orderly and efficient conduct of the business of the Company, 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. The Statutory Auditors have also expressed satisfaction with the existing internal controls system in their audit report to Shareholders.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditor during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

31. INDUSTRIAL RELATIONS

Relation between Management and Employees were cordial throughout the year under review. The commitment, competence and dedication shown by employees of all divisions of the Company to achieve the targets is fully appreciated by the Company. The Company's HR Policy contains the structured induction process along with KRA based appraisal system for the better growth of the employees and the Company. The commitment of the Company in enhancing, nurturing and retaining the talents through superior learning and organizational development will enable the Company to achieve growth and sustainability in the long run.

32. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sri. Padmanabhan Sivaramakrishnan Iyer, (DIN: 05189532), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 14.11.2022 to hold office upto the date of the forthcoming Annual General Meeting, was regularized at Annual General Meeting ("AGM") of the Company held on 14.08.2023, as a Non-Executive Director of the Company, who was liable to retire by rotation, as recommended by the Nomination and Remuneration Committee at its meeting held on 26.05.2023, in accordance with Section 160 and other applicable provisions of the Companies Act, 2013. His candidature was recommended by the Nomination and Remuneration Committee which exempted the requirement of deposit amount of Rs. 1 Lakh pursuant to section 160(1) of the Companies Act, 2013.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director and Sri. Sounder Kannan (DIN: 01603823), Whole-Time Director retire by rotation and being eligible, offer themselves for reappointment at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder. There has been no change in the circumstances affecting their status as independent directors of the Company. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

During the year under review, the Non-Executive & Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of manufacturing, finance, people management, strategy, auditing, tax and risk advisory services, infrastructure, banking, insurance, financial services, investments, mining and mineral industries and e-commerce; and they hold high standards of integrity.

Regarding proficiency, the Company has adopted requisite steps towards the inclusion of the names of all Independent Directors in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). Accordingly, all the Independent Directors of the Company have registered themselves with IICA for the said purpose.

33. BOARD & COMMITTEE COMPOSITION AND MEETINGS DURING THE FINANCIAL YEAR

1) Board:

(a) Composition

The Board of Directors of the Company comprise of an optimum combination of Executive Directors, including Woman Director and Non-Executive Director, including Independent Directors, which is in conformity with the provisions of the Companies Act, 2013. The Board consists of 8 Directors as on 31.03.2024.

Category	No. of Directors
Executive Directors <ul style="list-style-type: none"> ● Chairman and Managing Director ● Joint Managing Director - (Woman Director) ● Whole-Time Director ● Technical Director ● Director (Projects) 	5
Non-Executive Directors <ul style="list-style-type: none"> ● Director (Non Independent) ● Director (Independent) 	3

All Independent Directors possess the requisite qualifications and are experienced in their own fields and are not liable to retire by rotation.

(b) Meetings and Attendance

The Board Meeting dates are tentatively fixed before the start of the year. Committee meetings including Audit Committee, Nomination and Remuneration Committee and Board Meetings are convened on the same day to obviate avoidable travel and recognizing the time constraints of the Independent Directors.

Intimation to Meetings is issued normally three weeks in advance. Notice and Detailed Agenda papers are circulated one week in advance.

Board Meetings are governed by structured Agenda containing comprehensive information and extensive details that are circulated well in advance. Urgent issues and procedural matters are at times tabled at the meeting with prior approval of Chairman and consent of all present. Power Point presentation is made to facilitate pointed attention and purposeful deliberations at the meetings.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes proactive steps to guide against the slippages and take remedial measures as appropriate. The Board is committed to discharge all key functions and responsibilities as spelled out in the Companies Act, 2013. The governance process includes effective post meeting follow up and reporting process for pending decisions for approval of the Board.

During the financial year 2023-24, the Board of Directors of the Company duly met seven times i.e. on 26.05.2023, 03.07.2023, 14.08.2023, 14.09.2023, 28.09.2023, 10.11.2023 and 15.02.2024. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013. Further, the details of Attendance of Board meeting by each of Director is as follow:

S.No	Name of the Directors	No. of Meetings during the period of his / her Office		Whether attended AGM held on August 14, 2023
		Held	Attended	Attended
1.	Sri. K.S. Kamalakannan	7	7	Yes
2.	Smt. Mageswari Kannan	7	7	Yes
3.	Sri. Sounder Kannan	7	7	Yes
4.	Sri. D. Vijay Anand	7	5	Yes
5.	Sri. S. Ramesh	7	7	Yes
6.	Sri. P. Arivanandam	7	7	Yes
7.	Sri. S. Neelakantan	7	7	Yes
8.	Sri. Padmanabhan Sivaramakrishnan Iyer	7	7	Yes

II) BOARD COMMITTEES:

i) Audit Committee:

(a) Composition

The Audit Committee comprises of two Independent Directors and one Non-executive Director. The Chairman of the Audit Committee, is an Independent Director and was present at the Annual General Meeting of the Company. Further all the members of Audit Committee including its Chairman are persons with ability to read and understand, the financial statement. Division Heads, Statutory Auditors and Internal Auditors and CFO, wherever necessary, are present as invitees in most meetings. The Company Secretary acts as the Secretary to the Committee.

(b) Reference

The Audit Committee conforms to Section 177 of the Act in all respects concerning its constitution, meetings, functioning, role and powers, mandatory review of required information, approval of related party transactions and accounting treatment for major items. Appointments of Statutory Auditors, Cost Auditors, GST Auditors and Internal Auditors are done on recommendation of the Audit Committee. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

(c) Meetings and attendance

During the financial year 2023-24, the Audit Committee duly met seven times i.e. on 26.05.2023, 03.07.2023, 14.08.2023, 14.09.2023, 28.09.2023, 10.11.2023 and 15.02.2024.

Its composition and attendance during 2023-24 is given hereunder:

S.No	Name of the Directors	Position	Category	Attendance
1.	Sri. P. Arivanandam	Chairman	Non Executive - Independent Director	7 out of 7
2.	Sri. S. Neelakantan	Member	Non Executive - Independent Director	7 out of 7
3.	Sri. Padmanabhan Sivaramakrishnan Iyer	Member	Director - (Non-Executive)	7 out of 7

ii) Nomination and Remuneration Committee:

(a) Composition

Nomination and Remuneration Committee of the Board comprises two Independent Directors, one Non- Executive Director and one Executive Director, who is the Chairman of the Company. The Chairman of the Nomination and Remuneration Committee, is an Independent Director and was present at the Annual General Meeting of the Company.

(b) Reference

The powers, role and terms of reference of the Committee cover the areas as contemplated under Section 178 of the Companies Act, 2013 besides other terms as may be referred to by the Board of Directors.

The role includes:

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director;
- Recommending to the Board a remuneration policy for Directors, Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identification of persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

(c) Meetings and attendance

During the financial year, the Nomination and Remuneration Committee duly met three times i.e., 26.05.2023, 14.08.2023 and 15.02.2024. Its composition and attendance during the year 2023-24 is given hereunder:

S.No	Name of the Directors	Position	Category	Attendance
1.	Sri. P. Arivanandam	Chairman	Non Executive - Independent Director	3 out of 3
2.	Sri. K.S. Kamalakannan	Member	Chairman and Managing Director	3 out of 3
3.	Sri. S. Neelakantan	Member	Non Executive - Independent Director	3 out of 3
4.	Sri. Padmanabhan Sivaramakrishnan Iyer	Member	Director - (Non-Executive)	3 out of 3

iii) Stakeholders Relationship Committee:

Section 178(5) of the Companies Act, 2013 prescribes that the Board of Directors of the Company which consists of more than 1000 shareholders at any time during a financial year to constitute a Stakeholders Relationship Committee to consider and resolve the grievances of shareholders of the Company.

During listing and Post delisting of the shares of the Company, the number of shareholders of the Company was below 500. In this background, the Board at its meeting held on 26.05.2023, dissolved the Stakeholders Relationship Committee with effect from 26.05.2023. From then the functions of the Committee is being discharged by the Board of Directors of the Company, including, resolving grievance of Shareholders of the Company, overseeing and monitoring the performance of the Registrar and Share Transfer Agents and devising measures for overall improvement in quality of investor services.

The details of the grievances of the shareholders of the company as informed by the Registrars and Share Transfer Agent for the FY 2023-24 are as given under:

S.No	Particulars	Remarks
1.	No. of Complaints pending at the beginning of the year	Nil
2.	No. of Complaints received during the year	Nil
3.	No. of Complaints redressed during the year	Nil
4.	No. of Complaints pending as on 31.03.2024	Nil

Normally all complaints / queries are disposed off expeditiously. The Company had no complaint pending at the closure of the financial year.

iv) Corporate Social Responsibility (CSR) Committee:

Section 135(9) of the Companies Act, 2013 which was inserted by the Companies (Amendment) Act, 2020 with effect from 22.02.2021, excluded the Companies which spend less than Rs. 50 lakhs as CSR contribution in a year, from constitution of CSR Committee and the functions of such Committee shall be discharged by the Board of Directors of the Company. In this background, the Board at its meeting held on 26.05.2023, dissolved the Corporate Social Responsibility Committee with effect from 26.05.2023. From then the functions of the Committee is being discharged by the Board of Directors of the Company.

v) Other Committee:

Finance Committee:

(a) Reference

The Board constituted a Finance Committee, initially, to facilitate quick action in relation to borrowal of money (otherwise than by issue of derivatives) and investments to be made by the Company within limits approved by the Board and take necessary actions in this connection including refinancing for optimizing the borrowing costs. Further the Board, from time to time,

delegated certain powers to Finance Committee and empowered the Committee to authorize officials to perform certain activities of the Company.

The resolutions passed by the Committee are being placed to the Board for its approval, at the subsequent Board Meetings.

(b) Composition

The Committee comprises of 4 Executive Directors of the Company and Chairman and Managing Director of the Company is the Chairman of the Committee.

(c) Meetings and attendance

This Committee meets as and when need arises to consider any matter referred to it. The Committee met 12 times during the year 2023-24 on 17.04.2023, 10.06.2023, 05.07.2023, 25.08.2023, 09.09.2023, 13.09.2023, 29.09.2023, 12.10.2023, 14.11.2023, 10.01.2024, 08.02.2024 and 05.03.2024. Its composition and attendance during 2023-24 is given hereunder:

S.No	Name of the Directors	Position	Category	Attendance
1.	Sri. K.S. Kamalakannan	Chairman	Promoter - Executive Director	12 out of 12
2.	Smt. Mageswari Kannan	Member	Promoter - Executive Director	12 out of 12
3.	Sri. Sounder Kannan	Member	Promoter - Executive Director	12 out of 12
4.	Sri. D. Vijay Anand	Member	Promoter - Executive Director	12 out of 12

34. INDEPENDENT DIRECTORS

a) The Chairman and Managing Director, Joint Managing Director, Whole-Time Director, Technical Director and Director (Projects) are Executives and fall under Promoter category except Director (Projects). The number of Independent Directors constitutes two of the total strength and Non-Executive Director constitutes one of the total strength. Any reduction in the strength of Independent Directors will be filled within 3 months for ensuring minimum stipulated strength of Independent Directors in the Board.

b) Independent Directors are appointed for tenure of 5 years taking into account the transitory provision under Section 149(11) of the Act. They would be eligible for one more term on passing a Special Resolution by Members. No Independent Director of the Company serves in more than seven Listed Companies as Independent Director.

c) The terms of appointment of Independent Director have been posted on the Company's website: www.nagamills.com.

d) The Company has formulated a familiarisation programme for Independent Directors with the objective of making them familiar with their role, responsibilities, rights, nature of the industry, business model and compliance management. The details of the programme have been uploaded on the Company's website: www.nagamills.com.

e) All the Independent Directors have given the declaration pursuant to Section 149(7) of the Act, affirming that they meet the criteria of independence as provided in sub-section (6).

f) In the opinion of the Board all the Independent Directors fulfill the conditions for being appointed as Independent Director as specified in the Companies Act, 2013.

g) Registration/Renewal in “Independent Directors’ Databank”

All Independent Directors have registered/renewed, from time to time under the “Independent Directors’ Databank” as maintained by Indian Institute of Corporate Affairs and the details are furnished hereunder:

S.No	Name of the Independent Directors	Registration No in the Independent Directors’ Databank	Valid From	Valid To
1.	Sri. S. Neelakantan	IDDB-DI-202004-024253	20.04.2020	19.04.2027
2.	Sri. P. Arivanandam	IDDB-DI-202107-037745	31.07.2021	30.07.2029

35. POLICY ON DIRECTORS’ , KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL APPOINTMENT AND REMUNERATION

i. Criteria for Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

- The Committee shall identify and ascertain the integrity, qualification, expertise, experience of the person for appointment as Director or KMP or SMP (i.e, Business Heads) and recommend to the Board his/ her appointment.
- A person should possess adequate qualification, expertise and experience for the position considered. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- The Committee must satisfy that the person being considered for appointment as Director does not suffer any disqualification under Section 164 of the Companies Act, 2013.
- Appointment of Independent Director is subject to compliance of and his conforming to all conditions specified under Section 149 of the Companies Act, 2013, read with Schedule IV thereto and the Rules made thereunder.
- The Committee shall ensure that statutory formalities under the Companies Act, 2013, including passing requisite resolution in general meeting and filing appropriate returns and declarations with the Ministry of Corporate Affairs (MCA) are duly complied with.
- The Company shall have one or more managerial person, viz, Executive Chairman, Managing Director or Executive Director appointed in accordance with the Companies Act, 2013.

- Such an appointment shall ordinarily be for a term of three years but shall never exceed five years at a time.
- The Company shall have the same person occupying the position of Chairman and Managing Director.
- Reappointment shall not be done more than one year in advance of the expiry of the term.

ii. Remuneration policy:

- The Company considers human resources as an important constituent and views it as an invaluable intangible asset for being able to effectively drive its business and pursue growth objectives. It is committed to paying remuneration to all its employees appropriate to their respective role and responsibilities in the Company and comparable to the norms prevailing in the industry and in the neighbourhood from time to time.
- The Company recognizes the inherent constraint in relating remuneration to individual performance levels and fixing meaningful benchmarks for the variable pay. It is engaged in a highly regulated industry prone to significant volatility in the pricing of input and output. It is further engaged in an agro based industry and is hence exposed to significant agro climatic risks severely impacting operating performance. Such external factors being in entirely beyond the control of KMP and Senior Management, the Company desires that their pay must get insulated from these adversities.

A. Remuneration to Chairman and Managing Director / Whole-time Director:

- The remuneration of Chairman and Managing Director/ Whole-time Director shall be governed by the provisions of the Companies Act, 2013 and Rules thereunder. It is subject to the approval of members by ordinary/ special resolution as applicable.
- The Committee shall make its recommendations from time to time to the Board for determining or revising the remuneration.
- The remuneration shall ordinarily comprise of fixed component, viz basic salary, other allowances and perquisites and retirement benefits. It would be structured in a tax-efficient manner as permissible under the tax laws of the country.
- The Chairman and Managing Director/ Executive Director/ Whole-Time Director will also be eligible for variable pay, viz commission based on profits of the Company.

- Where the Company has no profit or inadequate profit in a financial year, it shall pay remuneration as per the provisions of the Companies Act, 2013.
- The remuneration is ordinarily fixed for the entire tenure with no annual increments or interim revisions. The Board on the recommendations of the Committee is however competent to change the terms of appointment any time within the overall limits approved by the shareholders and within the remuneration ceiling fixed by the Companies Act, 2013. However, the remuneration in excess of the ceiling limits fixed by the said act may be paid, if the resolution passed by the shareholders is a special resolution.
- No sitting fee is payable.
- No stock option is available as per present remuneration policy.

B. Remuneration to Non-Executive / Independent Director:

- Non-Executive/ Independent Director are entitled for remuneration by way of sitting fees for attending meetings of the Board or Committee thereof. It shall not exceed the maximum amount provided in the Companies Act, 2013 or Rules thereunder.
- No stock option is available for Non-Executive Directors including Independent Directors, as per present remuneration policy.
- Non-Executive Directors are entitled for traveling and other expenses incurred for attending Board/ Committee/ General meetings or in connection with attending to any business of the Company.

C. Remuneration to KMP / Senior Management Person:

- Remuneration to KMP and Senior Management shall consist of fixed component viz, basic pay, other allowances, perquisites and retirement benefits in accordance with the HR Policy of the Company.
- They are also eligible for a variable component as and by way of incentive payment determined by the Management. This will be decided based on the balance between performance of the Company and performance of the KMP/Senior Management.

B. Remuneration to Non-Executive / Independent Director:

- Medical and accidental risk cover will be provided at appropriate levels for different grades.
- All statutory benefits available to workmen would be suitably considered for extension.

iii. Remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs):

The Nomination and Remuneration Committee recommends the remuneration of Directors, KMPs and SMPs which is approved by the Board of Directors and wherever necessary, further approved by the Shareholders through ordinary or special resolution, as applicable. Remuneration comprises of both fixed and variable pay. However, the share of variable pay is so devised as to factor in the volatile changes in profit levels inherent to the nature of industry in which the Company operates.

The Chairman and Managing Director, Joint Managing Director, Whole-Time Director, Technical Director and Director (Projects) are the only Executive Directors entitled for managerial remuneration. Their remuneration for the financial year 2023-24 is disclosed under Note No. 52 of the Standalone Financial Statements.

Certain relatives of the Executive Directors are working as employees in the Company. This has been specifically disclosed in the Financial Statements 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. Other than sitting fees, there is no pecuniary relationship or transaction between the Company and its Non-Executive Directors. No stock option has been issued by the Company to Executive Directors.

Non-Whole Time Directors are paid sitting fees for attending the Board and Committee Meetings in accordance with the Articles of Association of the Company.

Remuneration of Non-Executive Directors for the financial year 2023-24:

S.No	Name of the Non-Executive Directors	Sitting Fees Paid
1.	Sri. S. Neelakantan	Rs. 1,75,000/-
2.	Sri. P. Arivanandam	Rs. 1,75,000/-
3.	Sri. Padmanabhan Sivaramakrishnan Iyer	Rs. 1,75,000/-

36. BOARD EVALUATION

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, approved the Board Evaluation Framework. It has laid down specific criteria for performance evaluation covering:

- ▶ Evaluation of Board Process
- ▶ Evaluation of Committees
- ▶ Individual evaluation of Board Members and the Chairperson
- ▶ Individual evaluation of Independent Directors.

As per Schedule IV to the Act, the Board is required to evaluate the performance of the Independent Directors without the participation of the director being evaluated which will be the basis for their reappointment or continuation of appointment as the case may be.

Also, Schedule IV to the Act, requires that a separate meeting of the Independent Directors is to be held every year to review the performance of Non-Independent Directors, the Board as a whole, the Chairperson taking into account the views of the Executive Directors and Non-Executive Directors and to assess the quality, quantity and timeliness of the flow of information necessary for the Board to perform its duties effectively and reasonably. Accordingly, the said meeting of the Independent Directors was held on 15.02.2024.

Evaluation of the Board and the Committees can be done by taking into parameters such as their roles and responsibilities, composition and the adequacy, decision making processes and related practices, focus on important and critical issues, progress monitoring, governance and the like.

Evaluation of the Independent Directors was done taking into account the qualification and experience, understanding of their respective roles (as a Director and as a Member of the Committees of which they are Members/Chairpersons), adherence to Codes and ethics, conduct, attendance and participation in the meetings, etc.

Normally the Directors discuss the evaluation in detail, when meetings are held. The evaluation forms and the profile of Independent Directors for the individual directors to record their views on the various parameters was discussed in the Board Meeting which was held on 15.02.2024.

37. ANTI-SEXUAL HARASSMENT POLICY

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received on sexual harassment in due compliance with the provisions relating to the same under the said Act. All employee (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

No complaints on sexual harassment were received during the financial year 2023-24.

S.No	Particulars	Status of the No. of complaints received and disposed off
1.	Number of complaints on Sexual harassment received	Nil
2.	Number of Complaints disposed off during the year	Not Applicable
3.	Number of cases pending for more than ninety days	Not Applicable
4.	Number of workshops or awareness programme against sexual harassment carried out	The Company regularly conducts necessary awareness programmes for its employees
5.	Nature of action taken by the employer or district officer	Not Applicable

38. RISK MANAGEMENT

The Company has a risk management framework to identify and evaluate business risks and opportunities. It seeks to create transparency, minimize adverse impact on the business objective and enhance the Company's competitive advantages. It aims at ensuring that the executive management controls the risk through means of a properly defined framework.

The Company has laid down appropriate procedures to inform the Board about the risk assessment and minimisation procedures. The Board periodically revisits and reviews the overall risk management plan for making desired changes in response to the dynamics of the business.

Naga risk management process includes:

1. Identification of the risks at corporate/plant level
2. Description and valuation of the risk by cause and effect
3. Early warning systems and mitigation planning
4. Review and follow up of mitigation measures
5. Reporting on a semiannual basis.

The Audit Committee and the Board periodically reviews the risks and suggest steps to be taken to manage/mitigate the same through a properly defined framework. Your Company has identified the following risks.

Key Risk	Impact to Naga Limited	Mitigation Plan
Volatility in Input Costs	The prices of raw materials used in the Food division depends upon various factors like weather, market fluctuations, effects of government policies on agricultural programs etc.	While many factors are responsible for raw material prices, it is important to note that materials are available adequately from different sources to enable the Company source it without much difficulties.
Competition Price risk	Intense competition is faced for selling our products in the major markets. Competition is severe with well-advertised, well known, branded including private branded and customized products.	The products of your Company are well known brands of the customers with better quality, affordable prices and with an efficient customer service. Hence, your Company is able to perform better despite the competition and threat.
Product Quality and Integrity	The products have to meet the stringent quality parameters to enable the Company to stay in the market.	The vision of the Company for quality "Right Quality first time every time" is a key enabler to help provide a premium customer experience.

Key Risk	Impact to Naga Limited	Mitigation Plan
Socio economic risk	Customers shifting to more generic, low priced and publicity-oriented products. This may lead to reduction in sales and shifting of production and sales to lower margin products there by affecting the results.	Our primary production and sales largely comprise of catering to specific customers based on their preferences and matching our supplies to the specific demands of those customers.
Interest Rate risk	Your Company's level of debt poses vulnerability to economic and industry conditions thereby becoming uncompetitive.	We ensure budgeted targets of production, sales and profits to mitigate the vulnerability of this particular risk.
Health, Safety, Security and Environment (HSSE)	These are critical areas involving humans and various stringent statutory procedures to be followed.	From the very beginning we scrupulously follow all rules, regulations, laws and stipulations to remain safe on all the statutory norms. Our continuous compliance with all laws helps us risk free enabling us concentrate on business.

39. AUDITORS

a) Statutory Auditors

M/s. MSKA & Associates, Chennai, Firm Registration No. 105047W were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 28th August, 2021 for a term of five years.

In accordance with the Companies Amendment Act, 2017, notified on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Auditors Report to the Shareholders on the Standalone and Consolidated Financials for the year ended March 31, 2024 does not contain any qualification, reservation or adverse comment.

b) Secretarial Auditors

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 M/s. G.S.R. & Co., Practicing Company Secretaries, Chennai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for FY 2023-2024 in Form MR-3 is annexed in "Annexure - D". The report does not contain any qualification, reservation or adverse remark. The Company has appointed M/s. G.S.R. & Co., Practicing Company Secretaries, Chennai to undertake the Secretarial Audit of the Company for the FY 2024-25 at the Board meeting held on 10.07.2024.

c) Cost Auditors

Cost Audit was applicable to the Detergents and Minerals Divisions of the Company for the FY 2023-24 and M/s. Subramanian Rajagopal and Associates, Cost Accountants, based in Trichy, having firm Registration Number : 1273, having partners (i) Sri. S. Parameswaran, M.No.11090 and (ii) Sri. K. Rajagopal, M.No.17491 was appointed as Cost Auditor for the FY 2023-24, to conduct audit of cost accounting records maintained by the Company for Detergents & Minerals Divisions, by the Board at its meeting held on 26.05.2023, as recommended by the Audit committee meeting held on 26.05.2023 and with remuneration of Rs.75,000/- was approved by the Shareholders at their meeting held on 14.08.2023. The audit is in progress and report will be filed with the Ministry of Corporate affairs within the prescribed period.

Pursuant to the provisions of Section 148(3) of the Act, the Board of Directors had appointed M/s. Subramanian Rajagopal and Associates, Cost Accountants, based in Trichy, having firm Registration Number : 1273, having partners (i) Sri. S. Parameswaran, M.No.11090 and (ii) Sri. K. Rajagopal, M.No.17491 as Cost Auditors of the Company, for conducting the audit of cost records of Detergent & Minerals Division for the financial year 2024-25, with a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) excluding taxes and out of pocket expenses, if any, subject to approval by the members of the Company. An agenda for approval of remuneration of Cost Auditor is placed in the notice of 33rd Annual General Meeting.

d) Internal Auditors

M/s. KPMG Assurance and Consulting Services LLP, Chartered Accountants, Chennai were appointed as the Internal Auditors for a period of two years, from 2021-22 and 2022-23 at the Board Meeting held on 28.05.2021 and the reports were placed and reviewed by the Audit Committee.

M/s. KPMG Assurance and Consulting Services LLP, Chartered Accountants, Chennai were appointed as the Internal Auditors for a further period of two years, from 2023-24 to 2024-25 at the Board Meeting held on 26.05.2023.

40. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 124(5) of the Companies Act, 2013 dividend remaining unpaid shall be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. Reminders for unpaid dividend are sent to the Shareholders who have not claimed the dividend as per records every year.

Pursuant to the above, the unpaid/unclaimed dividend for the financial year 2015-16 (Final) was transferred on 19.10.2023. The unpaid and unclaimed dividend for the financial year 2016-17 will be transferred during September 2024. Shareholders are, therefore, advised to contact the Company / RTA immediately in case of non- receipt or non-encashment of dividend.

Upon Section 124(5) of the Companies Act, 2013 coming into force, Companies while transferring the dividend remaining unclaimed for a period of more than seven years will also have to transfer the underlying equity shares. Accordingly, the unclaimed dividend for the year 2008-09 to 2015-16 (Final) as well as the underlying shares have already been transferred to IEPF. The list of Shareholders whose unclaimed dividend/ underlying shares have been transferred to IEPF is available on the website of the Company. Shareholders may take specific note of the same and claim the said unclaimed dividend and the underlying shares from the IEPF Authority.

Particulars of unclaimed dividend as on 31st March, 2024:

Year	Dividend (Rs. Per share)	Date of Declaration of Dividend	Unclaimed		Due date for transferring to IEPF
			No. of warrants/ Cheque	Rs.in Lakhs	
2016-17	0.80	19.08.2017	403	0.39	25.09.2024
2017-18	0.80	28.09.2018	201	0.11	04.11.2025
2018-19	0.80	26.09.2019	174	0.16	02.11.2026
2019-20 (Interim)	0.80	12.02.2020	191	0.22	20.03.2027
2020-21 (Interim)	1.00	05.01.2021	179	0.18	11.02.2028
2021-22 (Interim)	1.00	11.02.2022	182	0.13	15.03.2029
2022-23 (Interim)	1.00	15.02.2023	154	0.10	22.03.2030
2023-24 (Interim)	1.00	15.02.2024	117	0.13	21.03.2031

Disclosure with respect to demat suspense account/unclaimed suspense account:

Particulars	No. of Shareholders	No. of Equity Shares
a. Aggregate number of Shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 1 st April, 2023.	2	200 equity shares
b. Number of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year.	0	0 equity shares
c. Number of Shareholders to whom the shares were transferred from the Unclaimed Suspense Account during the year.	0	0 equity shares
d. Number of Shareholders whose shares were transferred from the Unclaimed Suspense Account to Investor Education & Protection Fund Account during the year.	0	0 equity shares
e. Aggregate number of Shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31 st March, 2024.	2	200 equity shares

It is hereby confirmed that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

41. DEMATERIALISATION OF SHARES

As on March 31, 2024, 52 Shareholders are holding their shares in Demat form and 1,42,26,830 shares have been de-materialized, representing 99.85% of the total Equity Share Capital. Shareholders are advised to convert their holdings from physical mode to demat mode considering overall merits of the depository system.



42. WEBSITE

The Company maintains a functional website www.nagamills.com that contains relevant information updated in time and complies with the Companies Act, 2013.

43. ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

No orders passed by the Regulators / Courts / Tribunals in respect to the Company during the financial year 2023- 24, except confirmation order of Scheme of Amalgamation of M/s. Annai Power Private Limited, M/s. Nagalakshmi Energy Private Limited and M/s. Dindigul Foods Park Private Limited with M/s. Naga Limited by Regional Director dated 12.04.2023.

Further, during the financial year 2024-25, the Company has received an order of National Company Law Tribunal, Division Bench – I, Chennai dated 21.06.2024, approving the Scheme of Amalgamation of M/s. Kovil Cereals Private Limited and M/s. Pluris Global Holding (India) Limited with M/s. Naga Limited, in pursuant to which, the Company has Consolidated the financials w.e.f. 01.04.2023.

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

The Company has not made any application and no proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the year.

45. ACKNOWLEDGMENT

Your Directors place on record their great appreciation of the tireless efforts of all the Executives and Employees of the Company for achieving the results despite various challenges faced by all the businesses. The Directors also express their sincere thanks to the Government of India, Government of Tamil Nadu and Commercial Banks for their understanding, guidance and assistance and Dealers, Customers, Suppliers and Shareholders for their continued support at all times.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**Place: Dindigul
Date : 10.07.2024**

**K.S. KAMALAKANNAN
Chairman and Managing Director
DIN 01601589**

ANNEXURE – A TO THE DIRECTORS’ REPORT FORM NO. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at Arm’s Length Basis: Nil
2. Details of contracts or arrangements or transactions at Arm’s Length Basis:

S. No.	Particulars	Details		
a)	Name(s) of the related party	M/s. Mageswari Enterprises Private Limited <small>("Formerly known as M.M.Detergents Company Private Limited")</small>	*M/s. Kovil Cereals Private Limited (Amalgamated)	*M/s. Pluris Global Holding (India) Limited (Amalgamated)
b)	Nature of Relationship	<ul style="list-style-type: none"> • Two of the Directors of the Company (i.e., Sri. K.S. Kamalakannan and Smt.Mageswari Kannan) are Directors and Shareholders of M/s. Mageswari Enterprises Private Limited. • Ms. M.Jayalalitha, Business Head and Sister of Smt. Mageswari Kannan, Director of the Company is a Director and Shareholder of M/s. Mageswari Enterprises Private Limited. • Smt. Lakshmi Vijayanand, Business Head and Daughter of Sri. K.S.Kamalakannan and Smt. Mageswari Kannan, Sister of Sri.Sounder Kannan and Spouse of Sri. D. Vijay Anand, Directors of the Company is a Director and Shareholder of M/s. Mageswari Enterprises Private Limited. • Post Amalgamation of M/s.Kovil Cereals Private Limited and M/s.Pluris Global Holding (India) Limited with Naga Limited - Relationship: Two of the Directors of the company and their relatives are interested as Directors of M/s. Mageswari Enterprises Private Limited & Naga Limited also holds 6.26% shares in M/s. Mageswari Enterprises Private Limited. 	<ul style="list-style-type: none"> • Two of the Directors of the Company i.e., (Sri. K.S. Kamalakannan and Smt. Mageswari Kannan) are the Directors and Shareholders of M/s. Kovil Cereals Private Limited. 	<ul style="list-style-type: none"> • Three of the Directors of the Company (i.e., Sri. K.S. Kamalakannan, Smt.Mageswari Kannan and Sri. Sounder Kannan) are Shareholders of M/s. Pluris Global Holding (India) Limited. • Sri. M. Sukumar, Business Head and Brother of Smt. Mageswari Kannan, Director of the Company is a Director of M/s. Pluris Global Holding (India) Limited. • Ms. M. Jayalalitha, Business Head and Sister of Smt. Mageswari Kannan, Director of the Company is a Director of M/s. Pluris Global Holding (India) Limited
c)	Nature of contracts / arrangements / transactions	a) Purchase of Wheat b) Availing or rendering of motor vehicles and warehousing services c) Lease Rent of Corporate Office and Rent of Guest House d) Dividend paid e) Availing of Unsecured Loan f) Purchase of Property	a) Lease Rent of Corporate Office b) Purchase of Wheat and Wheat Products c) Availing or rendering of warehousing services	a) Lease Rent of Corporate Office b) Purchase of Wheat and Wheat Products c) Availing or rendering warehousing services
d)	Duration of contracts / arrangements / transactions	Generally from 01.04.2023 to 31.03.2024, in few cases part of the Year		05.07.2023 to 31.03.2024
e)	Salient terms of contracts / arrangements / transactions including the value, if any	1. Purchase of Wheat by Naga Ltd - Rs.440.15 Cr 2. Warehouse Charges received by Naga Ltd - Rs.0.98 Cr 3. Lorry Freight Income received by Naga Ltd - Rs.1.58 Cr 4. Warehouse Charges paid by Naga Ltd - Rs.0.39 Cr 5. Dividend paid by Naga Ltd - Rs.0.16 Cr 6. Unsecured Loan Availed by Naga Ltd - Rs.10.25 Cr 7. Purchase of Round Road Property from Naga Ltd - Rs.15.11 Cr (Not in the Ordinary Course of business of Naga Limited)	1. Purchase of Wheat and Wheat Products by Naga Ltd - Rs.14.25 Cr 2. Warehouse Charges received by Naga Ltd - Rs.0.02 Cr	1. Purchase of Wheat by Naga Ltd - Rs.15.38 Cr 2. Warehouse Charges received by Naga Ltd - Rs.0.01 Cr 3. Unsecured Loan availed by Naga Ltd - Rs. 6.00 Cr

S. No.	Particulars	Details		
f)	Justification for entering into such contracts / arrangements / transactions	1. Considering the existing limits available with the Company and the need to have adequate stock of Wheat, the facilities available with the Group Companies are utilized for efficient operations. 2. Better utilization of Companies properties and effective operations. 3. For Cost Effective Operation and administration control.		
g)	Date of Approval by the Board and Shareholders, if any	1. Purchase of Wheat by Naga Ltd - Rs. 440.15 Cr - Board Meeting & Audit Committee dt. 15.02.2023 & EGM dt. 30.03.2023 2. Warehouse Charges received by Naga Ltd -Rs. 0.98 Cr - Board Meeting & Audit Committee dt. 15.02.2023 & 26.05.2023 3. Lorry Freight Income received by Naga Ltd -Rs. 1.58 Cr - Board Meeting & Audit Committee dt. 15.02.2023 & 26.05.2023 4. Warehouse Charges paid by Naga Ltd - Rs. 0.39 Cr - Board Meeting & Audit Committee dt. 15.02.2023 & 26.05.2023 5. Dividend paid by Naga Ltd - Rs. 0.16 Cr - Board Meeting dt. 15.02.2024 6. Unsecured Loan Availed by Naga Ltd - Rs. 10.25 Cr - Board Meeting & Audit Committee dt. 14.08.2023. 7. Purchase of Round Road Property from Naga Ltd - Rs. 15.11 Cr - Board Meeting & Audit Committee dt. 14.09.2023.	1. Purchase of Wheat & Wheat Products by Naga Ltd - Rs. 14.25 Cr - Board Meeting & Audit Committee dt.03.07.2023 and 10.11.2023. 2. Warehouse Charges received by Naga Ltd - Rs. 0.02 Cr - Board Meeting & Audit Committee dt. 15.02.2023 and 03.07.2023.	1. Purchase of Wheat by Naga Ltd - Rs. 15.38 Cr - Board Meeting & Audit Committee dt. 03.07.2023 2. Warehouse Charges received by Naga Ltd - Rs. 0.01 Cr - Board Meeting & Audit Committee dt. 03.07.2023 3. Unsecured Loan availed by Naga Ltd - Rs. 6.00 Cr - Board & Audit Committee dt. 14.08.2023.
h)	Amount paid as advances, if any	Nil		

* Based on the decision of the Board of Directors at their meeting held on 28.09.2023, the Company made an application to NCLT, Division Bench-I, Chennai under Case Type CA(A) Merger & Amalgamation. The above proposal for amalgamation of M/s. Kovil Cereals Private Limited and M/s. Pluris Global Holding (India) Limited with Naga Limited was approved by the shareholders and creditors (by NCLT Ordered Meeting) at their meetings held on 09.03.2024, and also received the approval from NCLT, Division Bench-I, Chennai by its order dated 21.06.2024 approving the same with appointed date as 01.04.2023.

Note: The transactions which arose exclusively on account of the amalgamation are not shown here as the company has not entered into such transactions. Hence those are not reported in AOC-2 also.

S. No.	Particulars	Details		
a)	Name(s) of the related party	M/s. Lakme Investment and Finance Limited	M/s. Rohini Enterprises	M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as Tutifood Private Limited")
b)	Nature of Relationship	<ul style="list-style-type: none"> Two of the Directors of the Company (i.e., Sri. K.S. Kamalakannan and Smt. Mageswari Kannan) are Shareholders of M/s. Lakme Investment and Finance Limited. Sri. M. Sukumar, Business Head and Brother of Smt. Mageswari Kannan, Director of the Company is a Shareholder of M/s. Lakme Investment and Finance Limited. One of the Directors of the Company (i.e., Sri. Padmanabhan Sivaramakrishnan Iyer) is a Director of M/s. Lakme Investment and Finance Limited. Post Amalgamation of M/s. Kovil Cereals Private Limited and M/s.Pluris Global Holding (India) Limited, with Naga Limited Relationship: Two of the Directors of the Company and their relatives are interested as shareholders holding more than 2% in M/s. Lakme Investment and Finance Limited & Naga Limited holds 32.61% shares in M/s. Lakme Investment and Finance Limited and became an associate of Naga Limited. 	<ul style="list-style-type: none"> Smt. Lakshmi Vijayanand, Business Head and Daughter of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Sister of Sri.Sounder Kannan and Spouse of Sri. D. Vijay Anand, Directors of the Company is a partner of M/s. Rohini Enterprises. 	<ul style="list-style-type: none"> Two of the Directors of the Company (i.e., Sri. K.S.Kamalakkannan and Smt.Mageswari Kannan) are Directors and Shareholders of M/s.Dindigul Satellite Freight Terminal Private Limited. Sri. Sounder Kannan, Whole-time Director of the Company and son of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Directors of the Company is a shareholder of M/s. Dindigul Satellite Freight Terminal Private Limited. Sri. D. Vijay Anand, Technical Director of the Company and daughter's husband of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Directors of the Company is a shareholder of M/s. Dindigul Satellite Freight Terminal Private Limited. Smt. Lakshmi Vijayanand, Business Head and daughter of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Sister of Sri.Sounder Kannan and Spouse of Sri. D. Vijay Anand, Directors of the Company is a shareholder of M/s.Dindigul Satellite Freight Terminal Private Limited. Smt. Monaa Kannan, Head - Business Development and son's wife of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Spouse of Sri. Sounder Kannan, Directors of the Company is a shareholder of M/s. Dindigul Satellite Freight Terminal Private Limited. Naga Limited holding 18% of shares in M/s. Dindigul Satellite Freight Terminal Private Limited.

S. No.	Particulars	Details		
c)	Nature of contracts / arrangements / transactions	a) Unsecured Loan Availed b) Lease Rent of Corporate Office	a) Purchase of Wheat b) Availing or rendering of warehousing services	a) Lease Rent of Corporate Office
d)	Duration of contracts / arrangements / transactions	03.07.2023 to 31.03.2024	05.07.2023 to 31.03.2024	01.10.2023 to 31.03.2024
e)	Salient terms of contracts / arrangements / transactions including the value, if any	1. Unsecured Loan availed by Naga Ltd - Rs.8.00 Cr 2. Lease Rental Amount received by Naga Ltd for Corporate Office - Rs. 0.0027 Cr	1. Purchase of Wheat by Naga Ltd -Rs. 1.30 Cr 2. Warehouse Charges received by Naga Ltd - Rs.0.0008 Cr	1. Lease Rental Amount received by Naga Ltd for Corporate Office space - Rs.0.001 Cr
f)	Justification for entering into such contracts / arrangements / transactions	For Cost Effective Operation and Administration Control		
g)	Date of Approval by the Board and Shareholders, if any	1. Unsecured Loan availed by Naga Ltd - Rs.8.00 Cr - Board Meeting & Audit Committee dt. 14.08.2023 2. Lease Rental Amount received by Naga Ltd for Corporate Office space - Rs.0.0027 Cr - Board Meeting & Audit Committee dt. 03.07.2023.	1. Purchase of Wheat by Naga Ltd - Rs.1.30 Cr - Board Meeting & Audit Committee dt. 03.07.2023. 2. Warehouse Charges received by Naga Ltd - Rs.0.0008 Cr - Board Meeting & Audit Committee dt. 03.07.2023.	1. Lease Rental Amount received by Naga Ltd for Corporate Office space - Rs.0.001 Cr - Board Meeting & Audit Committee dt. 14.09.2023.
h)	Amount paid as advances, if any	Nil		

S. No.	Particulars	Details			
a)	Name(s) of the related party	M/s. Anugraha International (Sri.A.M.Gopinath-Proprietor)	M/s. Nagalakshmi Charitable Trust	M/s. Sreenivasa Religious Trust	M/s. Dinwinn Farms LLP
b)	Nature of Relationship	<ul style="list-style-type: none"> One of the Directors of the Company (i.e., Smt. Mageswari Kannan) is related to Sri.A.M.Gopinath, Proprietor of M/s. Anugraha International, as sister. 	<ul style="list-style-type: none"> Three of the Directors of the Company (i.e., Sri. K.S. Kamalakannan, Smt. Mageswari Kannan and Sri. Sounder Kannan) are one among the 6 trustees of M/s. Nagalakshmi Charitable Trust Smt. Lakshmi Vijayanand, Business Head and Daughter of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan and Sister of Sri. Sounder Kannan, and spouse of Sri. D. Vijay Anand, Directors of the Company, is one among the 6 trustees of M/s. Nagalakshmi Charitable Trust. Smt. Monaa Kannan, Business Head and wife of Sri. Sounder Kannan and son's wife of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Directors of the Company, is one among the 6 trustees of M/s. Nagalakshmi Charitable Trust. Ms. M. Jayalalitha, Business Head and Sister of Smt. Mageswari Kannan, Director of the Company is one among the 6 trustees of M/s. Nagalakshmi Charitable Trust. 	<ul style="list-style-type: none"> Four Directors of the Company (i.e., Sri. K.S. Kamalakannan, Smt. Mageswari Kannan, Sri. Sounder Kannan and Sri. D. Vijay Anand) are one among the 9 trustees of M/s. Sreenivasa Religious Trust. Smt. Lakshmi Vijayanand, Business Head and Daughter of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Sister of Sri. Sounder Kannan and Spouse of Sri. D. Vijay Anand, Directors of the Company is one among the 9 trustees of M/s. Sreenivasa Religious Trust. Smt. Monaa Kannan, Business Head and wife of Sri. Sounder Kannan and son's wife of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Directors of the Company is one among the 9 trustees of M/s. Sreenivasa Religious Trust. Ms. M. Jayalalitha, Business Head and Sister of Smt. Mageswari Kannan, Director of the Company is one among the 9 trustees of M/s. Sreenivasa Religious Trust. 	<ul style="list-style-type: none"> Three Directors of the Company (i.e., Smt. Mageswari Kannan, Sri. Sounder Kannan and Sri. D. Vijay Anand) are partners of M/s. Dinwinn Farms LLP. Smt. Lakshmi Vijayanand, Business Head and Daughter of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Sister of Sri. Sounder Kannan and Spouse of Sri. D. Vijay Anand, Directors of the Company is a partner of M/s. Dinwinn Farms LLP. Smt. Monaa Kannan, Business Head and wife of Sri. Sounder Kannan and son's wife of Smt. Mageswari Kannan, Directors of the Company is a partner of M/s. Dinwinn Farms LLP. Ms. M. Jayalalitha, Business Head and Sister of Smt. Mageswari Kannan, Director of the Company is a partner of M/s. Dinwinn Farms LLP. Sri. N. Sriram Prasad, General Manager - QCR & R&D of the Company is a partner of M/s. Dinwinn Farms LLP.



S. No.	Particulars	Details			
b)	Nature of Relationship			<ul style="list-style-type: none"> • Sri. M. Sukumar, Business Head and Brother of Smt. Mageswari Kannan, Director of the Company is one among the 9 trustees of M/s. Sreenivasa Religious Trust. • Sri. N. Sriram Prasad, General Manager – QCR & R&D of the Company is one among the 9 trustees of M/s. Sreenivasa Religious Trust. 	
c)	Nature of contracts / arrangements / transactions	a) Commission paid for procurement of raw materials	a) Medical Camp Charges b) Donation paid c) Sale of Machinery	a) Donation paid	a) Purchase of Dates
d)	Duration of contracts / arrangements / transactions	01.04.2023 to 31.03.2024			
e)	Salient terms of contracts / arrangements / transactions including the value, if any	1. Commission paid by Naga Ltd for procurement of raw materials –Rs. 0.16 Cr	1. Medical Camp Charges paid by Naga Ltd – Rs. 0.0002 Cr 2. Donation paid by Naga Ltd – Rs. 0.20 Cr 3. Sale of 1 No. Kirloskar Gen Set 15 KVA – Rs. 0.008 Cr	1. Donation paid by Naga Ltd – Rs. 0.13 Cr	1. Purchase of Dates by Naga Ltd – Rs. 0.01 Cr
f)	Justification for entering into such contracts / arrangements / transactions	For effective and cost efficient sourcing of raw materials	Basic health awareness to employees and consolidation of charitable activities	-	In order to explore new activities and new products, the Company on a test basis purchased dates and sold through the retail outlets.
g)	Date of Approval by the Board and Shareholders, if any	1. Commission paid by Naga Ltd for procurement of raw materials –Rs. 0.16 Cr – Board Meeting & Audit Committee dt. 15.02.2023	1. Medical Camp Charges paid by Naga Ltd – Rs. 0.0002 Cr – Board Meeting & Audit Committee dt. 15.02.2023 2. Donation paid by Naga Ltd – Rs. 0.20 Cr – Board Meeting & Audit Committee dt. 15.02.2023 3. Sale of 1 No. Kirloskar Gen Set 15 KVA – Rs. 0.008 Cr – Board Meeting & Audit Committee dt. 14.08.2023.	1. Donation paid by Naga Ltd – Rs. 0.13 Cr – Board Meeting & Audit Committee dt. 15.02.2023.	1. Purchase of Dates by Naga Ltd – Rs. 0.01 Cr – Board Meeting & Audit Committee dt. 15.02.2023.
h)	Amount paid as advances, if any	Nil			

S. No.	Particulars	Details				
a)	Name(s) of the related party	Sri. K. S. Kamalakannan	Smt. Mageswari Kannan	Sri. Sounder Kannan	Sri. D. Vijay Anand	Sri. S. Ramesh
b)	Nature of Relationship	Chairman and Managing Director (KMP)	Joint Managing Director (KMP)	Whole-time Director (KMP)	Technical Director (KMP)	Director (Projects) (KMP)
c)	Nature of contracts / arrangements / transactions	a) Remuneration b) Availing/Rendering of Warehouse Services and Leasing c) Purchase of Wind Energy d) Dividend Paid e) Unsecured Loan availed	a) Remuneration b) Dividend Paid c) Unsecured Loan availed	a) Remuneration b) Dividend Paid c) Unsecured Loan availed d) Purchase of Property	a) Remuneration b) Dividend Paid c) Unsecured Loan availed	a) Remuneration
d)	Duration of Contracts/ Arrangements/ transactions	01.04.2023 to 31.03.2024				



S. No.	Particulars	Details				
e)	Salient terms of contracts / arrangements/ transactions including the value, if any	1.Remuneration paid by Naga Ltd-Rs. 1.50 Cr 2.Rental Amount payable by Naga Ltd -Rs. 1.18 Cr 3.Purchase of Wind Energy by Naga Ltd -Rs. 1.09 Cr 4.Dividend paid by Naga Ltd - Rs. 0.73 Cr	1. Remuneration paid by Naga Ltd - Rs. 0.90 Cr 2.Dividend paid by Naga Ltd - Rs. 0.26 Cr 3.Unsecured Loan availed from Naga Ltd - Rs. 1.40 Cr	1.Remuneration paid by Naga Ltd - Rs. 1.20 Cr 2.Dividend paid by Naga Ltd - Rs. 0.14 Cr 3.Unsecured Loan availed from Naga Ltd - Rs. 2.60 Cr 4.Purchase of Property from Naga Ltd - Rs. 11.00 Cr (Not in the Ordinary Course of business of Naga Limited)	1.Remuneration paid by Naga Ltd - Rs. 1.20 Cr 2.Dividend paid by Naga Ltd - Rs. 0.01 Cr	1. Remuneration paid by Naga Ltd - Rs. 0.21 Cr
f)	Justification for entering into such contracts / arrangements/ transactions	Facilities available utilised for cost effective operations				
g)	Date of Approval by the Board and Shareholders, if any	1.Remuneration paid by Naga Ltd - Rs. 1.50 Cr - Board Meeting & Audit Committee dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Rental Amount payable by Naga Ltd - Rs. 1.18 Cr - Board Meeting & Audit Committee dt. 15.02.2023 3.Purchase of Wind Energy by Naga Ltd -Rs. 1.09 Cr - Board Meeting & Audit Committee dt. 14.11.2022 4.Dividend paid by Naga Ltd - Rs. 0.73 Cr - Board Meeting dt. 15.02.2024	1. Remuneration paid by Naga Ltd - Rs. 0.90 Cr - Board Meeting dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd - Rs. 0.26 Cr - Board Meeting dt. 15.02.2024 3.Unsecured Loan availed from Naga Ltd - Rs. 1.40 Cr - Board Meeting & Audit Committee dt. 14.08.2023.	1.Remuneration paid by Naga Ltd - Rs. 1.20 Cr - Board Meeting dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd - Rs. 0.14 Cr - Board Meeting dt. 15.02.2024 3.Unsecured Loan availed from Naga Ltd - Rs. 2.60 Cr - Board Meeting & Audit Committee dt. 14.08.2023. 4.Purchase of Property from Naga Ltd - Rs. 11.00 Cr - Board Meeting & Audit Committee dt. 14.09.2023.	1.Remuneration paid by Naga Ltd - Rs. 1.20 Cr - Board Meeting dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd - Rs. 0.01 Cr - Board Meeting dt. 15.02.2024	1. Remuneration paid by Naga Ltd - Rs. 0.21 Cr - Board Meeting dt. 15.02.2023 and EGM dt. 30.03.2023
h)	Amount paid as advances, if any	Nil				

S. No.	Particulars	Details			
a)	Name(s) of the related party	Smt. Lakshmi Vijayanand	Smt. Monaa Kannan	Ms. M. Jayalalitha	Sri. M. Sukumar
b)	Nature of Relationship	Relative of KMP	Relative of KMP	Relative of KMP	Relative of KMP
c)	Nature of contracts / arrangements / transactions	Employment	Employment	Employment	Employment
d)	Duration of contracts / arrangements / transactions	01.04.2023 To 31.03.2024			
e)	Salient terms of contracts /arrangements/ transactions including the value, if any	1. Remuneration paid by Naga Ltd - Rs. 0.60 Cr 2. Dividend paid by Naga Ltd - Rs. 0.09 Cr 3. Purchase of Property from Naga Ltd - Rs. 11.00 Cr	1.Remuneration paid by Naga Ltd - Rs. 0.48 Cr 2. Dividend paid by Naga Ltd - Rs. 0.01 Cr	1.Remuneration paid by Naga Ltd - Rs. 0.51 Cr 2. Dividend paid by Naga Ltd - Rs. 0.01 Cr	1.Remuneration paid by Naga Ltd - Rs. 0.39 Cr
f)	Justification for entering into such contracts / arrangements / transactions	-			



S. No.	Particulars	Details			
g)	Date of Approval by the Board and Shareholders, if any	1.Remuneration paid by Naga Ltd – Rs. 0.60 Cr – Board Meeting & Audit Committee dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd – Rs. 0.09 Cr - Board Meeting dt. 15.02.2024. 3.Purchase of Property from Naga Ltd – Rs. 11.00 Cr - Board Meeting & Audit Committee dt.14.09.2023. ((Not in the Ordinary Course of business of Naga Limited)	1.Remuneration paid by Naga Ltd – Rs. 0.48 Cr - Board Meeting & Audit Committee dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd – Rs. 0.01 Cr - Board Meeting dt. 15.02.2024.	1. Remuneration paid by Naga Ltd – Rs. 0.51 Cr - Board Meeting & Audit Committee dt. 15.02.2023 and EGM dt. 30.03.2023. 2.Dividend paid by Naga Ltd – Rs. 0.01 Cr - Board Meeting dt. 15.02.2024.	1. Remuneration paid by Naga Ltd – Rs. 0.39 Cr - Board Meeting & Audit Committee dt. 15.02.2023 and EGM dt. 30.03.2023.
h)	Amount paid as advances, if any	Nil			

S. No.	Particulars	Details		
a)	Name(s) of the related party	Sri. R. Hema Kumar	Sri. R. Ragavendar	Smt. R. Sulochana
b)	Nature of Relationship	Relative of KMP	Relative of KMP	Relative of KMP
c)	Nature of contracts/ arrangements / transactions	Employment	Employment	Employment
d)	Duration of contracts / arrangements / transactions	01.04.2023 To 31.08.2023	& 01.09.2023 To 31.03.2024	01.04.2023 To 31.03.2024
e)	Salient terms of contracts /arrangements/ transactions including the value, if any	1.Remuneration paid by Naga Ltd – Rs. 0.05 Cr	1. Remuneration paid by Naga Ltd – Rs. 0.02 Cr	1. Remuneration paid by Naga Ltd – Rs. 0.12 Cr
f)	Justification for entering into such contracts / arrangements / transactions	-		
g)	Date of Approval by the Board and Shareholders, if any	1.Remuneration paid by Naga Ltd – Rs. 0.05 Cr - Board Meeting & Audit Committee dt. 11.02.2022 & 14.08.2023.	1.Remuneration paid by Naga Ltd – Rs. 0.02 Cr - Board Meeting & Audit Committee dt. 11.02.2022 & 14.08.2023.	1.Remuneration paid by Naga Ltd – Rs. 0.12 Cr - Board Meeting & Audit Committee dt. 15.02.2023.
h)	Amount paid as advances, if any	Nil		



S. No.	Particulars	Details		
a)	Name(s) of the related party	Sri. Omkar Aditya	Sri. T.R. Sivaraman	Sri. V. Balamurugan
b)	Nature of Relationship	Relative of KMP	Chief Financial Officer	Company Secretary
c)	Nature of contracts/arrangements / transactions	Employment	Employment	Employment
d)	Duration of contracts / arrangements / transactions	03.07.2023 To 31.03.2024	01.04.2023 To 31.08.2023 & 01.09.2023 To 31.03.2024	01.04.2023 To 31.03.2024
e)	Salient terms of contracts /arrangements/ transactions including the value, if any	1. Remuneration paid by Naga Ltd – Rs.0.09 Cr	1. Remuneration paid by Naga Ltd – Rs. 0.27 Cr	1. Remuneration paid by Naga Ltd – Rs. 0.14 Cr
f)	Justification for entering into such contracts / arrangements / transactions	-		
g)	Date of Approval by the Board and Shareholders, if any	1. Remuneration paid by Naga Ltd – Rs. 0.09 Cr – Board Meeting dt. 03.07.2023.	1. Remuneration paid by Naga Ltd – Rs.0.27 Cr – Board Meeting dt. 14.11.2022 & 14.08.2023	1. Remuneration paid by Naga Ltd – Rs. 0.14 Cr - Board Meeting dt. 15.02.2023
h)	Amount paid as advances, if any	Nil		

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Dindigul
Date : 10.07.2024

K.S. KAMALAKANNAN
Chairman and Managing Director
DIN 01601589

ANNEXURE – B TO THE DIRECTORS’ REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The CSR Policy encompasses the Company’s philosophy for giving back to society as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare & sustainable development of the community at large. This policy is rooted in the Company’s core values of quality, reliability and trust guided by the best practices and is driven by our aspiration for excellence in the overall performance of our business. It is framed to guide its strategic planning and provide a roadmap for its CSR initiatives, which is an integral part of overall business policy and aligned with its business goals. The Objective of the Company’s CSR policy is driven by the intent to make a material, visible and lasting difference to the lives of disadvantaged sections of society and a sustained positive contribution to the welfare of society at large. In the conduct of its CSR intervention, the Company aims to act as a good corporate citizen and a socially responsible entity, identify the gaps and extend need-based contribution for the betterment of the society, contribute for the sustainable and holistic development of the underserved communities through various programs having multi-dimensional impact and generate community goodwill by making proactive interventions. The Policy would also ensure compliance with Section 135 of the Companies Act, 2013 and would include the activities as covered under Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and as amended from time to time.

2. The Composition of the CSR Committee: - Changes in Composition:

Section 135(9) of the Companies Act, 2013 which was inserted by the Companies (Amendment) Act, 2020 with effect from 22.02.2021, excluded the Companies which spend less than Rs. 50 lakhs as CSR contribution in a year, from constitution of CSR Committee and the functions of such Committee shall be discharged by the Board of Directors of the Company. In this background, the Board at its meeting held on 26.05.2023, dissolved the Corporate Social Responsibility Committee with effect from 26.05.2023. From then, the functions of the Committee is being discharged by the Board of Directors of the Company.

3. Web-link of the CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

- The CSR Committee details is not available in the website of the Company as the same was dissolved with effect from 26.05.2023 and the details of the same is explained in the earlier paragraphs.
- The CSR Policy and CSR Projects approved by the Board of Directors are disclosed on the website of the Company at <https://www.nagamills.com/semi%20pdf/6%20Policies/6%20CORPORATE%20SOCIAL%20RESPONSIBILITY%20POLICY.pdf> and <https://www.nagamills.com/Investors.html>

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135. - Rs. 17.39 Cr
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135. - Rs. 0.34 Cr
- (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. - Rs. 0.34 Cr, which is to be set off from the remaining excess spent over the obligation of FY 2020-21 i.e., (Rs. 1.40 Cr)

(Rs. in Cr)

Excess Spent over the obligation for the FY 2020-21	1.40
Less: Already Set off of obligation for the FY 2021-22 (1 st FY for setting off) from the aforesaid excess spent, setting off was not possible here	0.00
Remaining excess spent	1.40
Less: Already Set off of obligation for the FY 2022-23 (2 nd FY for setting off) from the aforesaid excess spent	0.27
Remaining excess spent	1.13
Less: Remaining Set off of obligation for the FY 2023-24 (3 rd FY for setting off) from the aforesaid excess spent	0.34
Amount not permitted to set off	0.79

- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. - Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). - Nil
- (b) Amount spent in Administrative Overheads. - Nil
- (c) Amount spent on Impact Assessment, if applicable. - Not Applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. - Nil
- (e) CSR Amount Spent or Unspent for the financial year:

Total Amount Spent for the financial year 2023-24 (Rs. in Cr)	Amount Unspent (Rs. in Cr)				
	Total Amount transferred to Unspent CSR Account as per Sec 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Sec 135(5)		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
	Nil				

- (f) Excess Amount for set off, if any: The excess amount for set off over the obligation for the FY 2020-21 is (Rs. 1.40 Cr). Obligation for the FY 2021-22 (being, 1st FY of setting off), Rs.0.33 Cr was set off from the aforesaid excess spent and Obligation for the FY 2022-23 (being, 2nd FY of setting off), Rs.0.27 Cr was set off from the aforesaid excess spent and further obligation for the FY 2023-24 (being, 3rd FY of setting off), Rs. 0.34 Cr being remaining set off from the aforesaid excess spent.

SI.No	Particulars	Amount (Rs. in Cr)
(i)	Two percent of average net profit of the Company as per Section 135(5)	0.47
(ii)	Total Amount Spent for the Financial Year 2020-21	1.87
(iii)	Excess Amount Spent for the financial year 2020-21 (ii-i)	1.40
(iv)	Surplus arising out of the CSR Projects or Programmes or Activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii-iv)	1.40

SI.No	Particulars	Amount (Rs. in Cr)
(i)	Two percent of average net profit of the Company as per Section 135(5)	0.33
(ii)	Total Amount Spent for the Financial Year 2021-22	0.67
(iii)	Excess Amount Spent for the financial year 2021-22 (ii-i)	0.34
(iv)	Surplus arising out of the CSR Projects or Programmes or Activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii-iv)	0.34

SI.No	Particulars	Amount (Rs. in Cr)
(i)	Two percent of average net profit of the Company as per Section 135(5)	0.27
(ii)	Total Amount Spent for the Financial Year 2022-23	-
(iii)	Excess Amount Spent for the financial year 2022-23 (ii-i)	-
(iv)	Surplus arising out of the CSR Projects or Programmes or Activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii-iv)	-

SI.No	Particulars	Amount (Rs. in Cr)
(i)	Two percent of average net profit of the Company as per Section 135(5)	0.34
(ii)	Total Amount Spent for the Financial Year 2023-24	-
(iii)	Excess Amount Spent for the financial year 2023-24 (ii-i)	-
(iv)	Surplus arising out of the CSR Projects or Programmes or Activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years (iii-iv)	-

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



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

9. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per Section 135(5) of the Act: Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Dindigul
Date : 10.07.2024

K.S. KAMALAKANNAN
Chairman and Managing Director
DIN 01601589

ANNEXURE - C TO THE DIRECTORS' REPORT

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

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. Conservation of energy:

- (i) the steps taken or impact on conservation of energy : Continuous rationalization of operations to reduce energy consumption
- (ii) the steps taken by the company for utilizing alternate sources of energy : The Company has its own windmills to cater to the power demand
- (iii) the capital investment on energy conservation equipment : Nil

B. 1. Research and Development (Totally in-house):

- Developed extruded corn flour based ready to eat savory snacks like cheese balls, Tomato Ring and Masala puffs.
- Developed Multi grain health mix for the general population.
- Developed choco-absorbed extruded snack - Choco finger.
- Completed quality improvement of the cottage vermicelli product.
- Developed convenient ready to cook mixes like eggless pan cake, Bajji Bonda mix.
- Developed various seasonings to cater the ready to eat snacks – Chips variants.
- Research on to optimize the supply of steam and hot water in the pasta processing.
- Research on optimizing the processing for producing cleaned and de-hulled millets.

2. Benefits derived as a result of above R & D:

- Research on improvements in various processes help the company to optimize waste and contribute to the improved margins.
- The above Research and development of Ready to cook products has paved the way of increased usage of our product Sooji and wheat germ stabilization has helped to increase the consumption of our byproducts. This will in turn result in increased Turnover and profitability in the years to come.
- Extruded snacks developed will add to the existing bucket of products and pave way for increased volume of business.
- Research on development of various products will help the company to face competitive atmosphere and remain in the market with added strength.
- Healthy & Hygienic Products to Consumer.



3. Future plan of Action:

- Continuous research on procurement of grains in terms of quality and variety.
- Continuous research on analyzing properties of wheat, improvement of quality of products to optimize the cost by supply of best products.
- Continuous research on manufacturing processes for quality improvement, elimination of waste thereby saving cost.
- Development of millet flour based convenient premixes as millet idli, millet dosa etc.

4. Expenditure on R & D during the year:

(Rs. in Cr)

Particulars	As at 31.03.2024	As at 31.03.2023
Capital	1.09	3.05
Revenue	3.26	2.79

5. Technology Absorption:

During the year under review, no technology was acquired.

C. Foreign exchange earnings and Outgo:

(Rs. in Cr)

Particulars	As at 31.03.2024	As at 31.03.2023
Earnings	0.07	8.05
Outgo	26.23	34.96

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Dindigul
Date : 10.07.2024

K.S. KAMALAKANNAN
Chairman and Managing Director
DIN 01601589



ANNEXURE - D TO THE DIRECTORS' REPORT
Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March, 2024

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

To
The Members
M/s. Naga Limited
No.1, Anna Pillai Street,
Chennai – 600001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Naga Limited bearing CIN: U10611TN1991PLC020409 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Not Applicable to the Company)
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;

- (vi) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company viz.,:
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not Applicable to the Company)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable to the Company)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company)
- (vii) Other Laws like labour laws, taxation and other laws applicable to the Company was as per representation given by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Memorandum and Articles of Association of the Company.

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

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws as applicable to it.

- (a) Factories Act, 1948 and the rules made thereunder and other Labour laws as certified by the management.
- (b) Water (Prevention and Control of Pollution) Act, 1974;
- (c) Air (Prevention and Control of Pollution) Act, 1981;
- (d) Environment (Protection) Act, 1986
- (e) The Electricity Act, 2003 (as Amended) and the Orders, Guidelines, Rules and Regulations issued thereunder.
- (f) Other Laws as applicable and as certified by the management.

The Company has complied with the following laws specifically applicable to it.

- (a) Food Safety and Standards Act, 2006 and the rules made thereunder;
- (b) Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- (c) Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- (d) Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011; and
- (e) The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and less than seven days in applicable cases with the consent of all the directors in accordance with the provisions of the Act 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.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, reappointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

All decisions at Board Meetings, Circular Resolutions passed and Committee Meetings are carried out unanimously or with the approval of the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board as the case may be.

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

We further report that during the audit period:

- 1) The Company had earlier filed Form RD-1 with the hon'ble Regional Director seeking approval for amalgamation of M/s. Annai Power Private Limited, M/s. Nagalakshmi Energy Private Limited and M/s. Dindigul Foods Park Private Limited (Transferor Companies) with the Company (Transferee Company) under Section 233 of the Companies Act, 2013 and obtained the Order dated 12.04.2023 passed by the Regional Director during the financial year approving the scheme of amalgamation and the copy of the said order along with Form INC-28 was filed by the Company with the Registrar of Companies on 27.04.2023.

- 2) The Company has amended Capital Clause of Memorandum of Association of the Company during the financial year for consolidation of Authorized Capital of M/s. Annai Power Private Limited, M/s. Nagalakshmi Energy Private Limited and M/s. Dindigul Foods Park Private Limited (Transferor Companies) with the Company (Transferee Company) totaling to Rs.16.10 Crores on account of Amalgamation.
- 3) During the financial year, the Board of Directors of the Company at its Meeting held on 26.05.2023 approved the dissolution of Corporate Social Responsibility Committee and Stakeholders Relationship Committee as constitution of such committees is not mandatory as per the provisions of the Companies Act, 2013.
- 4) The Board of Directors of the Company at its meeting held on 26.05.2023 appointed M/s. KPMG Assurance and Consulting Services LLP as Internal Auditors of the Company for the Financial Year 2023-24 and 2024-25 under Section 138 of the Companies Act, 2013.
- 5) The Company has passed resolution at the Board Meeting held on 26.05.2023 approving the appointment of M/s. Subramanian Rajagopal and Associates (FR No.1273) as Cost Auditors of the Company under Section 148(3) of the Companies Act, 2013 for conducting Cost Audit for the Financial Year 2023-24 and fixing their remuneration.
- 6) The Company has passed Resolution at the Board Meeting held on 26.05.2023 approving the appointment of M/s. G.S.R. & Co., Company Secretaries, Chennai as Secretarial Auditor for conducting Secretarial Audit of the Company for the Financial Year 2023-24 in compliance with the provisions of Section 204 of the Companies Act, 2013.
- 7) The Company has passed ordinary resolution at the Annual General Meeting held on 14.08.2023 during the financial year for the appointment of Mr. Padmanabhan Sivaramakrishnan Iyer (DIN: 05189532) as Non-Executive Director of the Company with effect from the date of such meeting on the recommendation of the Nomination and Remuneration Committee.
- 8) The Board has passed the resolution at its meeting held on 28.09.2023 approving the Scheme of Amalgamation of M/s. Kovil Cereals Private Limited and M/s. Pluris Global Holding (India) Limited with the Company (Transferee Company) under Sections 230 to 232 of the Companies Act, 2013.
- 9) The Board at its meeting held on 10.11.2023 has accorded its approval under Section 179(3) of the Companies Act, 2013 for exercise of enhanced borrowing powers upto Rs.1300 Crores from the existing limits, subject to the approval of Shareholders at the general meeting under Section 180(1)(c) of the Companies Act, 2013 and such enhanced limit of borrowing powers have been further delegated by the Board to Finance Committee under first proviso to Section 179(3) of the Act.



- 10) The Company has passed special resolution at the Extra Ordinary General Meeting held on 21.12.2023 under Section 180(1)(c) of the Companies Act, 2013 granting approval for enhancement of overall borrowing powers of the Company from Rs.1000 Crores to Rs.1300 Crores and delegation to the Board to exercise such borrowing powers.
- 11) The Company has passed special resolution at the Extra Ordinary General Meeting held on 21.12.2023 under Section 180(1)(a) of the Companies Act, 2013 granting approval to the Board to create charges, mortgages and hypothecations in respect of borrowings on the assets of the Company upto a limit of Rs.1300 Crores.
- 12) The Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at its meeting held on 15.02.2024 approved the revision of remuneration payable with effect from 01.04.2024 to Mrs. Lakshmi Vijayanand, Business Head, I - Foods Division and Mrs. Monaa Kannan, Head- Business Development, Relatives of Directors of the Company occupying the position of Office or Place of Profit in the Company, which has been further approved by the shareholders at the Extra-ordinary General Meeting held on 11.03.2024.
- 13) The Board of Directors of the Company at its Meeting held on 15.02.2024 took note of the proposed transactions with various related parties for the Financial Year 2024- 25 as approved by the Audit Committee.
- 14) During the financial year under review, the Company has declared Interim Dividend on its paid-up equity share capital of Rs.1424.80 Lakhs @10% (Re.1.00 per equity share of Rs.10/- each) for an amount of Rs.142.48 Lakhs at the Board Meeting held on 15.02.2024.
- 15) During the financial year, the Company has transferred 1,915 equity shares on 12.05.2023 and 1,160 equity shares on 04.11.2023 to IEPF and paid dividend of Rs.36,470/- on 27.02.2024 on account of shares transferred to the Fund.
- 16) The Company has obtained approval of the shareholders by passing special resolution through Postal Ballot dated 23.02.2024 under Section 13 of the Companies Act, 2013 read with Section 100 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for alteration of objects clause of Memorandum of Association of the Company by alteration/replacement/insertion of sub-clauses under Clauses III(A) & III(B) and deletion of all sub-clauses under Clause III(C).
- 17) The Company has passed ordinary resolutions at the Extra-ordinary General Meeting held on 11.03.2024 under Section 188 of the Companies Act, 2013 approving the increase in remuneration of Mrs. Lakshmi Vijayanand-Business Head, I - Foods Division and Mrs. Monaa Kannan, Head-Business Development, occupying the position of office or place of profit, with effect from 01.04.2024, who are relatives of promoter Directors of the Company.



- 18) The Company has passed ordinary resolution at the Extra-ordinary General Meeting held on 11.03.2024 under Section 188 of the Companies Act, 2013 giving approval for sale of immovable property of the Company to related parties Mr. Sounder Kannan, Whole-time Director and Mrs. Lakshmi Vijayanand, Business Head, I- Foods Division and relative of some of the Directors of the Company.
- 19) During the financial year, the Company has conducted Meetings of Equity Shareholders, Secured Creditors and Unsecured Trade Creditors of the Company on 09.03.2024 as per direction of the hon'ble National Company Law Tribunal, Division Bench-I, Chennai vide its Order dated 19.01.2024.
- 20) The Company had during the financial year filed the Application before the hon'ble National Company Law Tribunal Bench at Chennai seeking approval for the scheme of amalgamation of M/s. Kovil Cereals Private Limited and M/s. Pluris Global Holding (India) Limited (Transferor Companies) with the Company (Transferee Company) with effect from 1st April, 2023 (appointed date) under Sections 230 to 232 of the Companies Act, 2013 and subsequently obtained the Order dated 21st June, 2024 passed by the NCLT, Division Bench-I, Chennai and copy of the said order along with Form INC-28 was filed by the Company with the Registrar of Companies on 01.07.2024.

**For G.S.R. & Co.,
COMPANY SECRETARIES**

G. SREENIVASA RAO
(M.No. FCS-5691 & C.P. No. 4966)
UDIN: F005691F000709603
P.R.C. No.3652/2023

**Place: Dindigul
Date : 10.07.2024**

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



APPENDIX-'A'

To
The Members
M/s. Naga Limited
No.1, Anna Pillai Street,
Chennai – 600001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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 corrected facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For G.S.R. & Co.,
COMPANY SECRETARIES**

G. SREENIVASA RAO
(M.No. FCS-5691 & C.P. No. 4966)
UDIN: F005691F000709603
P.R.C. No.3652/2023

**Place : Dindigul
Date : 10.07.2024**



INDEPENDENT AUDITOR'S REPORT

To the Members of Naga Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Naga Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit, other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the Financial Highlights, Director's report along with annexures but does not include the standalone financial statements and our auditor's report thereon.

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

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

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

We give in “Annexure A” a detailed description of Auditor’s responsibilities for Audit of the Stand-alone Financial Statements.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).

(c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

(f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

(g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure C”.

(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, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 46 to the standalone financial statements;

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

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv.

(1) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 59 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

2) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 59 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, 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.

(3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

v. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

vi.

(1) Based on our examination, the Company has used an accounting software for maintaining its books of account during the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level to log any direct data changes.

The audit trail feature has been operated throughout the year for all relevant transactions recorded in the accounting software, except for the software at the database level as stated above, in respect of which the audit trail facility has not operated throughout the year ended March 31, 2024.

Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with.

(2) Based on our examination, the Company has used an accounting software for recording its revenues and receipts while maintaining the books of account of one of its divisions during the year ended March 31, 2024, which is operated by a third-party software service provider. However, in the absence of an independent service auditors' report, we are unable to comment whether the software has a feature of recording audit trail (edit log) facility, nor are we able to comment on whether the audit trail feature was enabled in the said software and operated throughout the year for all relevant transactions recorded in the software.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEM3202

Place: Dindigul

Date : 10 July 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NAGA LIMITED FOR THE YEAR ENDED MARCH 31, 2024

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and 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.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

For M S K A & Associates

Chartered Accountants
ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner
Membership No. 029409
UDIN: 24029409BKDEM3202

Place: Dindigul

Date : 10 July 2024

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NAGA LIMITED FOR THE YEAR ENDED MARCH 31, 2024

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report

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

(b) Property, Plant and Equipment and right-of-use assets were physically verified by the management according to a phased programme designed to cover all items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of Property, plant and equipment and right-of-use assets have been physically verified by Management during the year. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right-of-Use assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions(Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

- ii. (a) The inventory (excluding stocks with third parties and stocks-in-transit) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them and in respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies were noticed in respect of such confirmations. In our opinion, the frequency, coverage and procedure of such verification is reasonable and appropriate, having regard to the size of the Company and the nature of its operations. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

- (b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 Crores in aggregate from Banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the standalone financial statements, quarterly returns filed with such Banks are in agreement with the books of accounts of the Company.
- iii. (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. Accordingly, provisions stated under clause 3(iii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on the audit procedures performed by us, Company has not made any investments during the current year. Accordingly provisions of clause 3(iii)(b) of the Order is not applicable.
- The Company has not provided any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, provisions stated under clause 3(iii)(c-f) of the Order is not applicable.
- iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013, are applicable and accordingly, the provisions stated under clause 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions stated under clause 3(iv) of the Order is not applicable to the Company. Also, there are no amounts outstanding as on March 31, 2024, which are in the nature of deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013 in respect of its products/ services. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year.

There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, cess, and other statutory dues in arrears as on March 31, 2024, outstanding for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and examination of records of the Company, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024, on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded Rs.Crs	Amount Paid Rs.Crs	Period to which the amount relates	Forum where dispute is pending
Employees Provident Fund' Organisation	PF	1.22	0.91	Apr'16-Sep'19	Hon'ble Madras High Court

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.

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

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

(c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.

- x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated under clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Accordingly, the provisions stated under clause 3(x)(b) of the Order are not applicable to the Company.
- xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company or on the Company has been noticed or reported during the year in the course of our audit.
- (b) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the provisions stated under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till the date of our audit report, for the period under audit.

- xv. According to the information and explanations given to us, in our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and accordingly, the reporting on compliance with the provisions of Section 192 of the Companies Act, 2013 in clause 3(xv) of the Order is not applicable to the Company.
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions stated under clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3(xvi)(b) of the Order are not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions stated under clause 3 (xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information and explanations provided to us, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one Core Investment Company as a part of its group. Accordingly, the provisions stated under clause 3(xvi)(d) of the Order are not applicable to the Company.
- xvii. Based on the overall review of standalone financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the provisions stated under clause 3(xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, the provisions stated under clause 3(xviii) of the Order are 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 realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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 and based on our verification, the provisions of Section 135 of the Companies Act, 2013, are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund specified in schedule VII of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) 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. Accordingly, no comment in respect of the said Clause has been included in the report.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEM3202

Place: Dindigul

Date : 10 July 2024

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NAGA LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Naga Limited on the Standalone Financial Statements for the year ended March 31, 2024]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Naga Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company, has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's and Board of Director's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.



Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEM3202

Place: Dindigul

Date : 10 July 2024



Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	383.68	319.80
(b) Capital work-in-progress	5	32.38	57.11
(c) Investment Property	4.b	-	10.89
(d) Other intangible assets	6	2.14	0.91
(e) Right-of-use assets	4.a	17.90	18.81
(f) Financial assets			
(i) Investments	7	4.26	4.29
(ii) Other financial assets	8	11.81	10.61
(g) Income tax assets (net)	9	1.35	2.36
(h) Other non-current assets	10	9.22	15.03
Total non-current assets		462.74	439.81
Current assets			
(a) Inventories	11	197.42	126.71
(b) Financial assets			
(i) Investments	12	0.36	-
(ii) Trade receivables	13	61.90	75.34
(iii) Cash and cash equivalents	14	3.03	2.84
(iv) Bank Balance other than (iii) above	15	6.10	5.85
(v) Loans	16	0.54	0.86
(vi) Other financial assets	17	0.34	0.37
(c) Other current assets	18	8.30	9.05
(d) Asset classified as held for sale	19	-	3.05
Total current assets		277.99	224.07
Total Assets		740.73	663.88
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	20	14.25	14.25
(b) Shares pending allotment	20	0.29	-
(c) Other equity	21	191.00	152.13
Total equity		205.54	166.38
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	251.23	239.37
(ii) Lease liability	23	4.46	6.18
(iii) Other financial liability	24	-	2.09
(b) Long term provisions	25	4.02	3.25
(c) Deferred tax liabilities (net)	26	16.78	15.69
Total non-current liabilities		276.49	266.58
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	27	128.28	102.31
(ii) Lease liability	23	1.15	1.59
(iii) Trade payables			
-total outstanding dues of micro and small enterprises	28	5.13	0.89
-total outstanding dues of creditors other than micro and small enterprises	28	91.20	97.47
(iv) Other financial liabilities	29	19.94	15.86
(b) Short term provisions	25	1.36	1.40
(c) Other current liabilities	30	11.64	11.40
Total current liabilities		258.70	230.92
Total Liabilities		535.19	497.50
Total Equity and Liabilities		740.73	663.88

The accompanying notes form an integral part of the financial statements

In terms of our report of even date

For and on behalf of the Board of Directors

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date : 10 July, 2024

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Standalone Statement of Profit & Loss for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Notes	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Income:			
I Revenue from operations	31	2,027.88	2,099.06
II Other income	32	29.80	7.09
III Total income (I + II)		2,057.68	2,106.15
IV Expenses:			
Cost of materials consumed	33	1,687.02	1,771.64
Purchases of stock-in-trade	34	1.76	20.75
Changes in inventories of finished goods, Work-in-Progress and stock-in-trade	35	4.30	(9.04)
Employee benefits expenses	36	96.06	74.07
Finance costs	37	40.97	34.42
Depreciation and amortisation expense	38	47.02	42.54
Other expenses	39	149.32	151.77
Total expenses		2,026.45	2,086.15
V Profit Before Tax (III - IV)		31.23	20.00
VI Tax Expenses / (Credit):			
- Current tax		5.47	4.76
- Deferred tax charge / (benefit)		(0.98)	2.23
Total Tax Expenses		4.49	6.99
VII Profit for the year (V - VI)		26.74	13.01
VIII Other comprehensive income /(loss) item that will not be reclassified subsequently to profit or loss			
(a) Re-measurement (loss) / gain on defined benefit obligations		(0.25)	(0.81)
(b) Changes in fairvalue of Investments measured at FVTOCI		-	(0.18)
(c) Income tax effect on above		(0.06)	(0.25)
Total other comprehensive (loss) / income, net of tax		(0.31)	(1.24)
IX Total comprehensive Income for the year		26.43	11.77
X Earnings Per Equity Share (EPS) (Face value of Rs.10 each)			
Basic earnings per share (in Rs.)	43	18.77	9.13
Diluted earnings per share (in Rs.)	43	18.39	9.13

The accompanying notes form an integral part of the financial statements

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date : 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

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MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Standalone Statement of Changes in Equity for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 01, 2022	14.25
Changes in equity share capital during the year	-
Balance at the end of March 31, 2023	14.25
Changes in equity share capital during the year	-
Balance at the end of March 31, 2024	14.25

(B) Shares Pending Allotment

2,91,299 Shares pending allotment amounting to Rs. 0.29 Crores on account of scheme of amalgamation between M/s.Pluris Global Holding (India) Limited and M/s.Kovil Cereals Private Limited vide order dated June 21, 2024 with effect from appointed date April 01, 2023. (refer note 53.b)

(C) Other Equity

Particulars	Capital Reserve	Capital Reserve on account of amalgamation	Securities Premium Reserve	General Reserve	Retained Earnings	OCI	Total
Balance as at March 31, 2022	0.11	-	1.36	3.55	139.65	(0.24)	144.43
Amalgamation Adjustment (refer note no. 53.a)	-	(2.65)	-	-	-	-	(2.65)
Additions/ (deductions) during the year	-	-	-	0.21	(0.21)	-	-
Total Comprehensive Income for the year	-	-	-	-	13.01	(1.24)	11.77
Dividend paid	-	-	-	-	(1.42)	-	(1.42)
Balance as at March 31, 2023	0.11	(2.65)	1.36	3.76	151.03	(1.48)	152.12
Additions on account of amalgamation (refer note no. 53.b)	-	-	-	-	13.86	-	13.86
Additions/ (deductions) during the year	-	-	-	0.21	(0.21)	-	-
Reclassified to retained earnings	-	-	-	-	(0.18)	0.19	0.01
Total Comprehensive Income for the year	-	-	-	-	26.74	(0.31)	26.43
Dividend paid	-	-	-	-	(1.42)	-	(1.42)
Balance as at March 31, 2024	0.11	(2.65)	1.36	3.97	189.81	(1.60)	191.00

The accompanying notes form an integral part of the financial statements

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date : 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

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DIN : 01601589

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Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Standalone Statement of Cash Flow for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
A. Cash Flow from Operating Activities		
Profit before tax	31.23	20.00
Adjustments for :		
Depreciation and amortization expenses	47.02	42.54
(Profit) / Loss on sale of property ,plant and equipment (net)	(23.95)	(4.00)
(Profit) / Loss on sale of investments	(0.22)	-
(Gain) / Loss on termination of lease arrangements	(0.23)	-
Interest income	(1.09)	(0.80)
Provision for doubtful debts & advances	-	0.91
Bad debts written off	-	0.11
Provision no longer required written back	(0.09)	-
Unrealised net (gain)/ loss on foreign currency transactions and translations	-	0.64
Rental income from Investment property	(3.28)	(2.17)
Loss on fair valuation of investments carried at FVTPL	0.18	-
Finance cost	40.97	34.42
Operating profit before working capital changes	90.54	91.65
Movement in Working Capital:		
(Increase) / Decrease in Other financial assets	(0.78)	(3.07)
Decrease / (Increase) in Other Non Current Assets	0.12	-
(Increase) / Decrease in Inventories	(70.72)	37.77
Decrease/ (Increase) in Trade receivables	28.01	12.54
Decrease in Other current assets	0.39	10.99
(Increase) / Decrease in Other non current financial assets	(0.25)	-
Increase in Other financial liabilities	0.91	5.76
(Decrease) / Increase in Lease liability	(2.76)	7.77
Increase / (Decrease) in Other current liabilities	0.80	(3.58)
(Decrease) in trade payables	(2.10)	(3.34)
Increase in provision for Gratuity and compensated absences	0.72	0.89
Cash Generated from operations	44.88	157.38
Income tax paid (net of refund)	(4.46)	(6.28)
Net cash flow from operating activities (A)	40.42	151.10
B. Cash Flow from Investing Activities		
Payment for property, plant and equipment and intangible assets	(82.77)	(107.93)
Proceeds from sale of property, plant and equipment and intangible assets	39.29	4.85
(Additions)/Deletions in Right of Use Assets	(1.28)	-
Advance received for Sale of land	(0.56)	0.56
Interest income	1.04	0.80
Purchase of Additional stake in merged entities	-	(5.42)
Purchases of Investments	(0.27)	(0.87)
Disposals of Investments	0.47	-
Rental income on lease arrangements	3.28	2.17
Bank Balance not considered as cash and cash equivalents :		
- Deposits matured (net)	(0.08)	2.11
Net cash used in investing activities (B)	(40.88)	(103.73)



Standalone Statement of Cash Flow for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
C. Cash flow from Financing Activities		
Proceeds / (Repayment of) from short term borrowings	31.18	(46.88)
Proceeds from long term borrowings	11.86	39.74
Interest paid	(40.97)	(38.78)
Dividend paid	(1.42)	(1.42)
Net cash used in financing activities (C)	0.65	(47.34)
Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)	0.19	0.03
Cash and Cash Equivalents at the beginning of the year	2.84	2.81
Cash and Cash Equivalents at the end of the year	3.03	2.84

Notes:

- The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".
- Components of cash and cash equivalents,

Balances with banks - in current accounts	2.89	2.75
Cash on hand	0.14	0.09
	3.03	2.84

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date : 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Notes to the Standalone Financial Statements

1. Notes to the Financial statements

Group Background

Naga Limited is a public limited company incorporated in India under the Companies Act, 1956 and is domiciled in India. Its registered office is located at No 1, Anna Pillai Street, Chennai - 600001 and the Corporate Office at No 1, Trichy Road, Dindigul - 624005. The Company's Equity Shares which were listed in the Metropolitan Stock Exchange of India till 31.03.2021, were delisted with effect from 16.04.2021. The Company is engaged in the manufacture of Wheat Products, Minerals, Detergents and in Power Generation. The factories of the Company are located in various places in and around Dindigul and its Power Generating windmills are located in Coimbatore, Dharapuram, Theni and Tirunelveli.

2. Material Accounting Policies and key accounting estimates and judgements

2.1 Statement of Compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto adopted.

2.2 Basis of Preparation and Compliance

The standalone financial statements are prepared in accordance with the historical cost convention except for certain items that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below. The standalone financial statements are prepared on a "going concern" basis using accrual concept except for the cash flow information. Historical cost is generally based on fair value of the consideration given in exchange for goods and services. 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability at the measurement date assuming the market participants act in their economic best interest.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, as described hereunder:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

Functional currency of the Company is determined as Indian National Rupee (INR).

2.3 Presentation and Disclosure of Financial Statements

An asset or liability is classified as current if it satisfies any of the following conditions:

- (a) The asset or liability is expected to be realized / settled in the Company's normal operating cycle;
- (b) The asset is intended for sale or consumption in the Company's normal operating cycle
- (c) The asset or liability is held primarily for the purpose of trading;
- (d) The asset or liability is expected to be realized / settled within twelve months after the reporting period;
- (e) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- (f) In case of a liability, the Company does not have an unconditional right to defer settlement of the liability for atleast twelve months after the reporting period.

All other assets and liabilities are classified as Non-Current. For the purposes of Current / Non- Current classification, the Company has reckoned its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets or inventories for processing and their realization in cash or cash equivalents.

Deferred Tax assets and liabilities are classified as Non-Current. Advances given towards acquisition of fixed assets, outstanding at each Balance Sheet date, are disclosed as other Non-current assets.

Material Accounting Policy

2.4 Property, Plant and Equipment (PPE)

Property, Plant and Equipment are tangible items that:

- (a) Are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- (b) Are expected to be used for more than one period.

The cost of an item of Property, Plant and Equipment shall be recognised as an asset if and only if:

- (a) It is probable that future economic benefits associated with the item will flow to the entity; and
- (b) The cost of the item can be measured reliably.

An item of PPE that qualifies for recognition as an asset is measured on initial recognition at cost. PPEs are carried at its cost less accumulated depreciation and accumulated impairment losses.

(i) The cost of an item of PPE comprises of purchase price, taxes and duties net of input tax credit entitlement and other items directly attributable to the cost of bringing the asset to its working condition for its intended use. Trade discounts and rebates are deducted. Cost includes cost of replacing a part of a PPE if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery or employee costs are capitalized under relevant heads of PPE if the recognition criteria are met.

Borrowing cost (net of interest earned on temporary investments of those borrowings) directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of the assets till the assets are substantially ready for its intended use.

(ii) Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at Cost. Costs in the nature of repairs and maintenance are recognized in the statement of Profit or Loss as and when incurred. All upgradations/enhancements are charged off as revenue expenditure unless they bring significant additional benefits.

(iii) Capital advances and Capital Work-in-Progress

Advances given towards acquisition of Property, Plant & Equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets. Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as Capital Work-in-Progress. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

(iv) Depreciation of PPE

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on written down value (WDV) method in respect of Soaps & Detergents Division at Vedasandur and under the straight line method in respect of other divisions. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(v) Estimated useful lives of the assets are as follows:

Assets	Years
Factory, Buildings and Roads	10 - 30
Electrical and Installations	5 - 10
Plant and Equipment	1 - 15
Vehicles	1 - 15
Desktop Computers & Laptops	1 - 10
Furniture and Fixtures	1 - 10
Office Equipments	1 - 10
Solar and Wind Power Generation Plant	22

Assets costing Rs. 5,000/- and below are depreciated in full within the Financial Year.

2.5 Intangible Assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed annually with the effect of any changes in estimate being accounted for on a prospective basis.

2.6 De-recognition of tangible and intangible assets

An item of tangible and intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the Asset. Any gain or loss arising on the disposal or retirement of an item of tangible and intangible assets is determined as the difference between the sale proceeds, if any, and the carrying amount of the asset and is recognised in the Statement of Profit or Loss.

2.7 Revenue Recognition

(a) Sale of products

Revenue is recognised at a point in time upon transfer of control of the products to customers i.e., when the products are delivered to the common carrier, in an amount that reflects the consideration that the Company expects to receive in exchange for those products.

The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the actual underlying performance obligation that corresponds to the progress by the customer towards earning the discount / incentive.

2.8 Inventories

Inventories including traded goods are valued at lower of cost and net realizable value. Materials and other items intended for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated or expected to be sold at or above cost. Cost includes taxes and duties (other than taxes and duties for which input tax credit is available), freight and other direct expenses. Stocks of Raw materials, Stores & Spares and chemicals are valued at cost on First in First Out. Finished Goods / Stock-in-Progress are valued at lower of cost and net realisable value and cost includes material, direct labour, overheads (other than selling and administrative overheads) incurred in bringing the inventory to their present location and condition. Net realizable value is the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale.

2.9 Leases

As Lessee:

The Company assesses whether a contract contains a lease at the inception of a contract. Certain lease contracts include the options to extend or terminate the lease before the end of the lease term. The leases are recognized as a right-of-use asset with a corresponding lease liability at the date on which the leased asset is available for use by the Company as a lessee except for payments associated with short term leases (lease term of 12 months or less) and low value leases, which are recognized as an expense as and when incurred.

The Right-of-Use assets are initially recognized at cost comprising initial lease liability which include lease payments made on or before the commencement date and discounted future less payments. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related Right-of-Use assets if the Company changes its assessment as to whether it will exercise an extension or a termination option. Right-of-Use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the asset. Lease liabilities have been separately presented in the balance sheet and lease payments have been classified as financing cash flow in the cash flow statement.

2.10 Employee Benefits

(a) Short term employee benefits

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

(b) Post-employment benefits

(i) Defined Contribution Plan

Payments to Defined Contribution Retirement Benefit Plans are recognised as an expense when employees have rendered service entitling them to the contributions. Contributions to Provident Fund and Superannuation Fund are treated as Defined Contribution Plans, since funded with Provident Fund Commissioner (as per the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952) and Life Insurance Corporation of India, respectively.

(ii) Defined Benefit Plans

The company uses the Projected Unit Credit Method for actuarial valuations at each reporting date to determine defined benefit obligations. The obligations are the present value of benefits minus plan assets. Any surplus is recognized as a defined benefit asset, reflecting potential refunds or reduced future contributions. Gratuity and Retirement Benefits are treated as Defined Benefit Plans. Current service costs, past service costs, and net interest on the liability/asset are recorded in the Statement of Profit and Loss. Actuarial gains/losses and returns on plan assets are recognized in Other Comprehensive Income and adjusted against retained earnings. The liability is classified as current or non-current based on actuarial valuations, but all gratuity liabilities for employees (excluding Directors) are considered current as they will be funded within twelve months.

(c) Other Long-term Employee Benefits

As per policy of the Company, compensated absences are not accumulated.

2.11 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized 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. When a provision is measured using the cash flows estimated to settle the present obligations, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Statement of Profit and Loss (FVTPL) are recognized immediately in Statement of Profit and Loss.

2.13 Financial Assets

(a) Classification of Financial Assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost.

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. All other financial assets are subsequently measured at fair value.

(b) Investment in Equity Instruments

(i) Investments in Equity Instruments in Subsidiaries and associates

The Company has elected to carry investment in equity instruments in subsidiaries and associates at cost in accordance with paragraph 10 of Ind AS 27- Separate Financial Statements.

(c) 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 on financial assets.

(d) De-recognition of Financial Assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109, a financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires. Concomitantly, if the asset is one that is measured at

- (a) Amortised cost, the gain or loss is recognized in the Statement of Profit and Loss.
- (b) Fair value through Other Comprehensive Income, the cumulative fair value adjustments previously taken to Reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is classified within equity.

2.14 Financial Liabilities and Equity Instruments

(a) Financial Liabilities

All financial liabilities are initially recognized at the value of respective contractual obligations. Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the "Finance costs" line item.

(b) De-recognition of Financial Liabilities

A financial liability is derecognized 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 modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

2.15 Cash Flow Statement

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

2.16 Taxes on Income

Taxes on income comprise of Current Tax and Deferred Tax.

(a) Current Tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from “profit before tax” as reported in the statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years (temporary difference) and items that are never taxable or deductible (permanent difference) under the Income Tax Act, 1961. Current tax is measured using tax rates and tax laws enacted during the reporting period together with any adjustment to tax payable in respect of previous years.

(b) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the accounting profit nor the taxable profit, deferred tax liabilities are not recognized.

Deferred tax assets are recognized for all deductible temporary differences to the extent it is probable that future taxable profits will be available against which those deductible temporary differences can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been 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. MAT Credit Entitlement is in the form of unused tax credits and is accordingly grouped under Deferred Tax Assets.

(c) Current and Deferred Tax for the year

Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognized in Other Comprehensive Income or directly in equity respectively.

2.17 Events after reporting period

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

2.18 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

3. Key Accounting Estimates and Judgements

3.1 Use of Estimates

The preparation of standalone financial statements in conformity with Ind AS requires the Management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the standalone financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

3.2 Key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

(a) Fair value measurement and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation.

The Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

(b) Useful life of Property, Plant and Equipment

The Company reviews the estimated useful lives of Property, Plant and Equipment at the end of each reporting period. During the current year, there has been no change in useful life considered for the assets.



(c) Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

4. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.





4. Property, Plant and Equipment (PPE)

Particulars	Land	Buildings	Plant and Equipment	Electrical Installation	Furniture & fixture and Other Assets	Computer	Vehicles	Windmill / Solar	Total
Gross Block:									
Balance as at April 01, 2022	38.16	65.43	269.68	23.49	1.30	4.48	21.01	38.29	461.84
Amalgamation Adjustments (refer note no.53.a)	6.09	4.85	1.09	0.15	-	-	0.30	9.46	21.94
Additions	2.21	13.58	33.72	2.58	3.38	0.75	2.16	-	58.38
Asset reclassified as held for sale (refer note no.19)	(1.87)	(1.81)	-	-	-	-	-	-	(3.68)
Disposals	(0.08)	(1.41)	(4.19)	(0.45)	-	(0.19)	(0.32)	-	(6.64)
Balance as at April 01, 2023	44.51	80.64	300.30	25.77	4.68	5.04	23.15	47.75	531.84
Additions	0.05	11.23	77.86	1.78	2.42	0.52	1.61	15.01	110.48
Disposals	(0.59)	(3.32)	(0.20)	-	-	-	(1.17)	-	(5.28)
Balance as at March 31, 2024	43.97	88.55	377.95	27.55	7.10	5.56	23.59	62.76	637.04
Accumulated Depreciation:									
Balance as at April 01, 2022	-	11.97	124.79	12.62	0.57	2.70	12.65	12.82	178.12
Charge for the year	-	3.16	29.48	2.00	0.49	0.31	2.24	2.66	40.34
Asset reclassified as held for sale (refer note no. 19)	-	(0.63)	-	-	-	-	-	-	(0.63)
Disposals	-	(1.07)	(3.89)	(0.43)	-	(0.19)	(0.21)	-	(5.79)
Balance as at April 01, 2023	-	13.43	150.38	14.19	1.06	2.82	14.68	15.48	212.04
Charge for the year	-	3.49	31.39	2.39	1.28	0.52	2.38	3.40	44.85
Disposals	-	(2.40)	(0.17)	-	-	0.00	(0.97)	-	(3.53)
Balance as at March 31, 2024	-	14.52	181.60	16.58	2.34	3.35	16.09	18.88	253.36
Net Block :									
Carrying amount as at March 31, 2023	44.51	67.21	149.92	11.58	3.62	2.22	8.47	32.27	319.80
Carrying amount as at March 31, 2024	43.97	74.03	196.35	10.97	4.76	2.22	7.50	43.88	383.68

Notes:

4.1 The Company has availed borrowings from Banks which carry charge over the assets of the Company (Refer Note No 50.a for Securities pledged against loan).

4.2 Refer Note No. 46.b for Disclosure of Contractual Capital Commitments for the acquisition of Property, Plant and Equipment.

4.3 The amount of borrowing costs capitalised during the year ended March 31, 2024 was Rs.4.16 Cr (PY : Rs.4.34 Cr). The Company has applied capitalisation rate of 9.50% which is average cost of capital of the company.

4.4 The amount of employee cost capitalized during the year ended March 31, 2024 was Rs.175 Cr (PY : Rs.1.84 Cr).

4.5 Additions in capital expenditure incurred during the year ended March 31, 2024 was Rs.1.09 Cr (PY : Rs.2.65 Cr) at Company's in-house R&D facilities at Dindigul are eligible for deduction under section 35(2AB) of the Income Tax Act, 1961.

4.6 Additions in capital expenditure incurred during the year ended March 31, 2024 was Nil (PY : Rs.0.40 Cr) at Company's in-house R&D facilities at Dindigul are eligible for deduction under section 35(1)(iv) of the Income Tax Act, 1961.

4.7 The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

4.a. Right of Use Assets

Particulars	Right of Use Assets		Total
	Leasehold Land	Retail Outlets	
Gross Block:			
Balance as at April 01, 2022	7.23	-	7.23
Additions	4.56	8.56	13.12
Disposals	-	-	-
Balance as at April 01, 2023	11.79	8.56	20.35
Additions	1.78	1.99	3.77
Disposals / De-recognition	-	(4.09)	(4.09)
Balance as at March 31, 2024	13.57	6.46	20.03
Accumulated Amortization:			
Balance as at April 01, 2022	-	-	-
Charge for the year	0.38	1.16	1.54
Disposals	-	-	-
Balance as at April 01, 2023	0.38	1.16	1.54
Charge for the year	0.44	0.97	1.41
Disposals / De-recognition	-	(0.82)	(0.82)
Balance as at March 31, 2024	0.82	1.31	2.13
Net Block:			
Carrying amount as at March 31, 2023	11.41	7.40	18.81
Carrying amount as at March 31, 2024	12.75	5.15	17.90

4.b. Investment Property

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount of Investment Property	-	10.89
Total	-	10.89
Cost or Deemed Cost:		
Balance at the beginning of the year	11.58	10.61
Additions	-	0.97
Disposal	(11.58)	-
Balance at the end of the year	-	11.58
Accumulated depreciation:		
Balance at the beginning of the year	0.69	0.34
Depreciation for the year	0.35	0.35
Disposal	(1.04)	-
Balance at the end of the year	-	0.69
Net Balance at the end of the year	-	10.89

Information regarding income and expenditure of Investment property

Particulars	As at March 31, 2024	As at March 31, 2023
Rental income derived from investment property (refer note 32)	3.28	2.17
Profit arising from investment properties before depreciation and indirect expenses	3.28	2.17
Less – Depreciation	(0.35)	(0.35)
Profit arising from investment properties before indirect expenses	2.93	1.82
Less – Indirect expenses	(0.07)	(0.07)
Profit from investment property	2.86	1.75


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

5. Capital Work in Progress (CWIP)
As at March 31, 2024
a. CWIP ageing schedule

Particulars	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Projects in Progress	28.92	1.32	0.58	1.56	32.38
Projects temporarily suspended	-	-	-	-	-

b. CWIP completion schedule for whose completion has exceeded original plan has been provided below.

Particulars	To be completed in				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Bakery Division	1.56	-	-	-	1.56
TOTAL	1.56	-	-	-	1.56

As at March 31, 2023
a. CWIP ageing schedule

Particulars	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Projects in Progress	53.10	0.78	1.67	1.56	57.11
Projects temporarily suspended	-	-	-	-	-

b. CWIP completion schedule for whose completion has exceeded original plan has been provided below.

Particulars	To be completed in				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Bakery Division	1.56	-	-	-	1.56
TOTAL	1.56	-	-	-	1.56

6. Other Intangible Assets

Particulars	Other Intangible Assets		Total
	Software	Trade Mark (Refer note 1 below)	
Gross Block :			
Balance as at April 01, 2022	1.77	0.26	2.03
Additions	0.03	0.05	0.08
Disposals	-	-	-
Balance as at April 01, 2023	1.80	0.31	2.11
Additions	1.56	0.10	1.66
Disposals	(0.03)	-	(0.03)
Balance as at March 31, 2024	3.33	0.41	3.74
Amortization :			
Balance as at April 01, 2022	0.90	-	0.90
Charge for the year	0.30	-	0.30
Disposals	-	-	-
Balance as at April 01, 2023	1.20	-	1.20
Charge for the year	0.41	-	0.41
Disposals	(0.01)	-	(0.01)
Balance as at March 31, 2024	1.60	-	1.60
Net Block :			
Carrying amount as at March 31, 2023	0.60	0.31	0.91
Carrying amount as at March 31, 2024	1.73	0.41	2.14

Notes:

6.1 Trade Marks with carrying amount of Rs. 0.41 crores has been considered as intangible with indefinite useful life as there are no technical, technological or contractual limitations for the trade marks based on management assessment on March 31, 2024

6.2 The management has tested for impairment of trade marks as of March 31, 2024 and concluded no impairment to be recognized during the year.



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
7. Financial assets - Non-current investments		
<u>Trade Quoted</u>		
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)		
400 (PY : 400) equity shares of Rs.10 each fully paid-up in Indian Overseas Bank	0.01	0.00
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)		
Nil (PY : 4431) Equity Shares of Rs.10/- each fully paid-up in Life Insurance Corporation Of India	-	0.25
<u>Trade Unquoted</u>		
Investments in Subsidiary Companies (At Cost)		
10,000 (PY : 10,000) Equity Shares of USD 10/- each fully paid-up in Naga Far East Private Limited	0.48	0.48
2,29,641 (PY : 2,29,641) Equity Shares of BDT 10/- each fully paid-up in Naga Mills Private Limited (refer note 7.1)	0.00	0.18
Investments in Associate Companies (At Cost)		
2,68,897 (PY : Nil) Equity Shares of Rs.10/- each fully paid-up in Lakme Investment and Finance Limited (refer note 7.2)	0.27	-
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)		
43,670 (PY : 43,670) Equity Shares of Rs.10/- each fully paid-up in Mojro Technologies Private Limited	1.57	1.57
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)		
18,00,000 (PY : 18,00,000) Equity Shares of Rs.10/- each fully paid-up in Nellai Renewables Private Limited	1.80	1.81
3,955 (PY : Nil) Equity Shares of Rs.100/- each fully paid-up in Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") (refer note 7.3)	0.13	-
416 (PY : 416) Equity Shares of Rs.100/- each fully paid-up in AR VE EM Energy Private Limited	0.00	0.00
1800 (PY : 1800) Equity Shares of Rs.10/- each fully paid-up in Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Pvt Ltd")	0.00	0.00
Total equity instruments	4.26	4.29
Aggregate amount of quoted investments	0.01	0.25
Aggregate cost of unquoted investments	4.25	4.04
Aggregate amount of impairment in value of investments	0.19	-
Category wise Non-Current investments		
Financial Assets measured at cost	0.75	0.66
FVTPL	1.58	1.57
FVTOCI	1.93	2.06

Notes:

7.1 Company has closed its subsidiary M/s. Naga Mills Private Limited and filed liquidation petition dated 30th August, 2023 with Govt. of Bangladesh. Govt. approval was obtained on 26th December, 2023 and the Company has extinguished its investment resulting in recognition of impairment loss of Rs. 0.19 crores in FY 2023-24.

7.2 Company has acquired investment in M/s. Lakme Investment and Finance Limited to the extent of 32.61% shareholding by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 53.b)

7.3 Company has acquired investment in M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") to the extent of 6.26% shareholding by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 53.b)

7.4 Values are shown as zero due to rounded off being lesser value.



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
8. Other financial assets (Unsecured, considered good) Measured at amortised cost		
Security Deposits	6.23	5.30
Rent deposits	2.77	2.58
Bank deposits maturing after 12 months from the reporting date (refer note 8.1)	2.81	2.73
Total	11.81	10.61
8.1 Represents balances with banks that are restricted from being exchanged or used to settle a liability for more than 12 months from the balance sheet date.		
9. Income Tax Assets (Net)		
Advance income-tax (net of provision for tax of Rs.5.47 Cr)(PY:Rs.4.76 Cr)	1.35	2.36
Total	1.35	2.36
10. Other non-current assets (Unsecured, considered good)		
Capital advances	8.02	13.72
Statutory and other deposits	1.20	1.31
Total	9.22	15.03
11. Inventories (At Lower of cost and Net realisable value)		
Raw Materials	139.89	66.54
Raw materials-in-transit	-	1.19
Work-in-progress	2.02	8.42
Finished goods	31.52	28.73
Finished goods-in-transit	2.50	3.22
Packing materials	9.67	8.33
Stores and spares	11.82	10.28
Total	197.42	126.71
11.1 For method of valuation please refer note no 2.8. Please refer Note 50.a for security created on Inventories.		
12. Financial Assets - Current (i) Investments (through FVTPL)		
Gitanjali Gems Limited (2500 Shares)	0.00	-
BSE Limited (1380 Shares)	0.35	-
Opto Circuits India Limited (1000 Shares)	0.00	-
Nippon India Vision Fund (G) (170 Units)	0.01	-
SBI Magnum Global Fund 94 (G) (371 Units)	0.00	-
Total	0.36	-
12.1 Company has acquired current investments amounting to Rs. 0.36 Crores by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 53.b)		
12.2 Values are shown as zero due to rounded off being lesser value.		


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

13. Financial Assets - Current : Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Secured, considered good	-	-
- Unsecured, considered good	61.90	75.34
- Unsecured, Credit impaired	1.42	1.51
	63.32	76.85
Less: Allowance for credit impairment	(1.42)	(1.51)
Total Trade Receivables	61.90	75.34

Breakup of Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
- From Others	61.90	75.34
- From Related Parties (refer note 52)	-	-

Reconciliation of Provision / Impairment for Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance as at beginning of the year	1.51	0.60
Created during the year	-	0.91
Reversed during the year	(0.09)	-
Closing Balance as at end of the year	1.42	1.51

Trade receivables Ageing Schedule
As on 31st March 2024

Particulars	Not Billed	Not Due	< 6 months	6 months to 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed								
- Trade Receivables								
- considered good	8.55	32.46	15.94	1.89	1.71	0.71	0.64	61.90
- Trade Receivables								
- Credit impaired	-	-	-	0.10	0.28	0.33	0.71	1.42
	8.55	32.46	15.94	1.99	1.99	1.04	1.35	63.32
Less: Allowance for credit Impairment	-	-	-	(0.10)	(0.28)	(0.33)	(0.71)	(1.42)
Total Trade Receivables	8.55	32.46	15.94	1.89	1.71	0.71	0.64	61.90

As on 31st March 2023

Particulars	Not Billed	Not Due	< 6 months	6 months to 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed								
- Trade Receivables								
- considered good	12.28	46.76	11.33	2.04	2.25	0.27	0.41	75.34
- Trade Receivables								
- Credit impaired	-	-	-	-	0.35	0.56	0.60	1.51
	12.28	46.76	11.33	2.04	2.60	0.83	1.01	76.85
Less: Allowance for credit Impairment	-	-	-	-	(0.35)	(0.56)	(0.60)	(1.51)
Total Trade Receivables	12.28	46.76	11.33	2.04	2.25	0.27	0.41	75.34

13.1 Trade receivables are non-interest bearing and generally have credit period of 30 days. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. There are no trade or other receivables which are due from firms or private companies respectively in which any director is a partner, a director or a member. For explanations on company's credit risk management process. (refer note 49.3)



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
14 Cash and cash equivalents		
- Cash-on-Hand	0.14	0.09
- Balances with Banks In Current Account	2.89	2.75
Total	3.03	2.84
15 Bank Balance other than cash and cash equivalents		
In fixed deposits		
In Margin money with Banks Maturing within 12 months from the reporting date	6.09	5.83
In Earmarked Accounts		
Unpaid Dividend Account	0.01	0.02
Total	6.10	5.85
15.1 The Company has deposited towards margin money for short term borrowings and non-fund limits.		
16 Loans		
(Unsecured, considered good)		
Measured at amortised cost		
Loans and advances to employees	0.54	0.86
Total	0.54	0.86
17 Other current financial assets		
(Unsecured, considered good)		
Measured at amortised cost		
Interests accrued but not due	0.28	0.23
MTM Assets on derivative contracts not designated through cash flow hedge	-	0.06
Expenses recoverable from subsidiaries (also refer note 52)	0.06	0.08
Total	0.34	0.37
18 Other current assets		
(Unsecured, considered good)		
Advance to suppliers	3.46	3.75
Balances with Government authorities	-	1.08
Prepaid expenses	4.84	4.22
Total	8.30	9.05
19 Asset re-classified as held for sale		
<u>Gross value of asset held for sale:</u>		
Land	-	1.87
Buildings	-	1.81
<u>Accumulated depreciation of asset held for sale:</u>		
Land	-	-
Buildings	-	(0.63)
Net book value of asset held for sale	-	3.05

Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

20 Equity Share Capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital 4,52,60,000 Equity Shares of Rs. 10/- each	45,260,000	45.26	43,600,000	43.60
	45,260,000	45.26	43,600,000	43.60
Issued, Subscribed and fully paid up Share Capital 1,42,48,000 Equity Shares of Rs. 10/- each fully paid	14,248,000	14.25	14,248,000	14.25
	14,248,000	14.25	14,248,000	14.25

Notes:
(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the year	14,248,000	14.25	14,248,000	14.25
Outstanding at the end of the year	14,248,000	14.25	14,248,000	14.25

(b) Details of shares held by each shareholder holding more than 5% shares of the total share capital

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sri. K.S. Kamalakannan	7,252,637	50.90%	7,252,377	50.90%
Smt. Mageswari Kannan	2,563,538	17.99%	2,563,538	17.99%
Sri. Sounder Kannan	1,317,327	9.25%	1,317,327	9.25%
M/s. Mageswari Enterprises Private Limited (Formerly Known as "M.M. Detregents Company Private Limited")	1,633,460	11.46%	1,633,460	11.46%
Smt. Lakshmi Vijayanand	857,152	6.02%	857,152	6.02%

(c) Terms/Rights attached to Equity Sharest

The equity shares of the Company having par-value of Rs. 10/- per share rank pari-pasu in all respects including voting rights, dividend entitlement and repayment of capital.

(d) Details of shares held by Promoters

Name of the Promoters	As at March 31, 2024			As at March 31, 2023		
	No. of shares held	% of Holding	% Change during the year	No. of shares held	% of Holding	% Change during the year
Sri. K.S. Kamalakannan	7,252,637	50.90%	0.00%	7,252,377	50.90%	0.00%
M/s. K.S. Kamalakannan HUF	34,700	0.24%	0.00%	34,700	0.24%	0.00%
Smt. Mageswari Kannan	2,563,538	17.99%	0.00%	2,563,538	17.99%	0.59%
Sri. Sounder Kannan	1,317,327	9.25%	0.00%	1,317,327	9.25%	0.00%
M/s. Sounder Kannan HUF	37,800	0.27%	0.00%	37,800	0.27%	0.00%
Smt. Monaa Kannan	142,480	1.00%	0.00%	142,480	1.00%	0.00%
Sri. D. Vijay Anand	142,480	1.00%	0.00%	142,480	1.00%	0.00%
Smt. Lakshmi Vijayanand	857,152	6.02%	0.00%	857,152	6.02%	0.00%
Ms. M. Jayalalitha	142,906	1.00%	0.00%	142,906	1.00%	0.00%
M/s. Mageswari Enterprises Private Limited (Formerly Known as "M.M. Detregents Company Private Limited")	1,633,460	11.46%	0.00%	1,633,460	11.46%	0.00%
	14,124,480	99.13%	0.00%	14,124,220	99.13%	0.59%

(e) Shares Pending Allotment

2,91,299 Shares pending allotment amounting to Rs. 0.29 Crores on account of scheme of amalgamation between M/s. Pluris Global Holding (India) Limited and M/s. Kovil Cereals Private Limited vide order dated June 21, 2024 with effect from appointed date April 01, 2023. (refer note 53.b)



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

21 Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
a) Capital Reserves	0.11	0.11
b) Capital Reserves on account of amalgamation	(2.65)	(2.65)
c) Securities Premium Account	1.36	1.36
d) General Reserve	3.97	3.76
e) Profit and Loss Account	189.81	151.03
f) Other Comprehensive Income	(1.60)	(1.48)
	191.00	152.13

Particulars	As at March 31, 2024	As at March 31, 2023
a) Capital Reserve		
Balance at the beginning and end of the year	0.11	0.11
b) Capital Reserve on account of Amalgamation		
Balance at the beginning and end of the year	(2.65)	(2.65)
c) Securities Premium Reserve		
Balance at the beginning and end of the year	1.36	1.36
d) General Reserve		
Balance at the beginning of the year	3.76	3.55
Additions during the year	0.21	0.21
Balance at the end of the year	3.97	3.76
e) Retained earnings		
Balance at the beginning of the year	151.03	139.65
Net profit for the year	26.74	13.01
Additions on account of amalgamation	13.85	-
Reclassified from other comprehensive income	(0.18)	-
Transfers to General Reserve	(0.21)	(0.21)
Dividend paid during the year (refer note 21.1)	(1.42)	(1.42)
Balance at the end of the year	189.81	151.03
f) Other Comprehensive Income		
Balance at the beginning of the year	(1.48)	(0.24)
Additions during the year	(0.31)	(1.24)
Reclassified from retained earnings	0.19	-
Deductions/Adjustments during the year	-	-
Balance at the end of the year	(1.60)	(1.48)
Total	191.00	152.13

21.1 An interim dividend of 10% on Rs. 10 (face value) per equity of Rs. 1/- each amounting to Rs. 1.42 Crores (PY : Rs. 1.42 Crores) was declared by the Board of Directors at their meeting held on 15th February 2024 and the same has been paid prior to 15th March 2024.


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
22 Long Term Borrowings		
a) Secured - At Amortized Cost		
Term loans from Banks	240.92	229.65
Loans from Financial Institutions	3.06	3.29
b) Unsecured - At Amortized Cost		
Loans from Related Parties	7.25	6.43
Total	251.23	239.37

22.1 Refer note 50.b for details regarding long-term borrowings.

22.2 The outstanding excludes current maturities of Long Term Debt. (refer note no.27.c)

22.3 Refer Note 50.a for security details.

22.4 Represents loan availed from related parties @12% p.a, repayable after 12 months.

22.5 Secured by pari-passu charge on inventories & trade receivables and are repayable on demand.

22.6 Secured by personal guarantees of two of the Promoter Directors of the Company.

23 Lease Liability
a. Changes in the lease liability
Balance as at 1 April 2022

-

Recognised during the year

8.56

Interest on lease liability

0.67

Lease Payments made during the year

(1.46)

Balance as at 31 March 2023
7.77

Recognised during the year

1.99

De-recognised during the year

(3.55)

Interest on lease liability

0.60

Lease Payments made during the year

(1.20)

Balance as at 31 March 2024
5.61

Particulars	As at March 31, 2024	As at March 31, 2023
b. Break-up of current and non-current lease liabilities		
Current Lease Liabilities	1.15	1.59
Non-current Lease Liabilities	4.46	6.18
c. Maturity analysis of lease liabilities		
Less than one year	1.15	1.59
One to five years	2.51	3.56
More than five years	1.95	2.62
Total	5.61	7.77
d. Amounts recognised in statement of Profit and Loss account		
Interest on Lease Liabilities	0.60	0.67
Total	0.60	0.67

24 Other financial liabilities
Measured at amortised cost

Security Deposits

-

2.09

Total

-

2.09
25 Provisions
Non Current

Provision for Gratuity - Directors (refer note 51)

4.02

3.25

Current
4.02
3.25

Provision for Compensated absences

1.20

1.28

Provision for Gratuity - Directors (refer note 51)

0.16

0.12

1.36
1.40


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

26 Deferred Tax Liability - Net

Particulars	As at March 31, 2023	Adjustment on account of amalgamation	Recognised in P&L during 2023-24	OCI 2023-24	As at March 31, 2024
As at March 31, 2024					
Deferred Tax Liabilities					
Difference between written down value / Capital Work in Progress of Fixed Assets as per books of accounts and Income Tax Act, 1961.	20.30	-	1.81	-	22.11
Total	20.30	-	1.81	-	22.11
Deferred Tax Assets					
Expenses allowed on payment	0.94	-	0.83	(0.06)	1.71
Expenses allowed on Fair Value change on financial instruments classified under FVTPL	0.21	-	0.02	-	0.23
Provision for doubtful debts	0.39	-	(0.04)	-	0.35
Amortisation of Amalgamation Expenses	-	-	0.04	-	0.04
Total	1.54	-	0.86	(0.06)	2.33
Deferred Tax Liability (Net)	18.76	-	0.95	0.06	19.78
MAT Credit Entitlement	(3.07)	-	0.07	-	(3.00)
Net Deferred Tax Liabilities (Net)	15.69	-	1.02	0.06	16.78

Particulars	As at March 31, 2022	Adjustment on account of amalgamation	Recognised in P&L during 2022-23	OCI 2022-23	As at March 31, 2023
As at March 31, 2023					
Deferred Tax Liabilities					
Difference between written down value / Capital Work in Progress of Fixed Assets as per books of accounts and Income Tax Act, 1961.	19.01	-	1.29	-	20.30
Total	19.01	-	1.29	-	20.30
Deferred Tax Assets					
Expenses allowed on payment	0.85	-	0.34	(0.25)	0.94
Expenses allowed on Fair Value change on financial instruments classified under FVTPL	0.21	-	-	-	0.21
Provision for doubtful debts	0.15	-	0.24	-	0.39
Carry forward losses	0.69	0.83	(1.52)	-	-
Total	1.90	0.83	0.96	(0.25)	1.54
Deferred Tax Liability (Net)	17.11	(0.83)	2.23	0.25	18.76
MAT Credit Entitlement	(3.07)	-	-	-	(3.07)
Net Deferred Tax Liabilities (Net)	14.04	-	2.23	0.25	15.69

Particulars	As at March 31, 2024	As at March 31, 2023
27 Current liabilities - Financial Liabilities:		
Borrowings		
a) Secured - At Amortised Cost	61.14	36.82
Loans repayable on demand from banks (refer note 27.2)		
b) Buyers Credit	6.35	7.97
c) Current Maturities of Long term Borrowings	60.79	57.52
	128.28	102.31

27.1 The loans have been utilized for the purpose for which it were obtained and no short term funds have been used for long term purpose.

27.2 Secured by pari-passu charge on inventories & trade receivables and are repayable on demand.

27.3 Secured by personal guarantees of two of the Promoter Directors of the Company.

Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

28 Current liabilities - Financial Liabilities:
iii. Trade Payables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Total outstanding dues of micro and small enterprises	5.13	0.89
- Total outstanding dues of creditors other than micro and small enterprises	91.20	97.47
Total Trade Payables	96.33	98.36

Trade Payables Ageing Schedule
As on 31st March 2024

Particulars	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	4.63	0.50	-	-	-	5.13
Total outstanding dues of creditors other than micro and small enterprises	74.24	16.43	0.35	0.06	0.12	91.20
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total Trade Payables	78.87	16.93	0.35	0.06	0.12	96.33

As on 31st March 2023

Particulars	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	0.89	-	-	-	0.89
Total outstanding dues of creditors other than micro and small enterprises	70.56	26.68	0.02	0.04	0.17	97.47
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total Trade Payables	70.56	27.57	0.02	0.04	0.17	98.36

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	31-Mar-24	31-Mar-23
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	5.13	0.89
Interest	-	-
Total	5.13	0.89
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
29 Current liabilities - Financial Liabilities:		
Other financial liabilities		
At amortized cost		
MTM Liability on Forward Contracts Payable	0.04	-
Security Deposits	3.32	0.13
Payables for acquisition of Property , Plant and Equipment	2.14	1.44
Employee related payables	6.74	6.60
Provision for Expenses	7.69	7.67
Unclaimed /Unpaid dividends	0.01	0.02
	19.94	15.86
30 Other current liabilities		
Advances received for supply of goods	4.97	3.93
Advance received for non-current asset held for sale	-	0.56
Provision for Gratuity - Employees (refer note 51)	0.38	0.35
Statutory dues payable to government authorities	6.29	6.56
	11.64	11.40
31 Revenue from Operations		
Sale of Products		
Manufactured Products		
Wheat and Food Products	1049.30	1022.30
Minerals & Detergents	961.55	1036.44
Traded Goods		
Wheat and Food Products	0.29	20.53
Minerals & Detergents	1.71	0.11
Total Sale of Products	(a) 2012.85	2079.38
Other Operating Income		
Windmill Income	0.15	0.17
Warehousing Charges	1.36	2.74
Sale of scrap	7.90	10.06
Income from Plant & Machinery and Vehicles	5.51	6.21
Export Incentive Income	0.11	0.50
Total other operating income	(b) 15.03	19.68
Total Revenue from Operation	(a+b) 2027.88	2099.06

31.1 Disaggregation of Revenue:

The following table represents the Company's Revenue disaggregated based on timing of transfer at a point in time and over a period of time for the year ended March 31, 2024 and March 31, 2023.

Type of Contracts	Year Ended March 31 , 2024	Year Ended March 31 , 2023
At a point in time	2,027.88	2,099.06
Over a period of time	-	-
Total Revenue Recognised	2,027.88	2,099.06



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

31.2 The following table summarizes the information regarding the Company's receivables, contract assets and liabilities from contracts with customers during the year ended March 31, 2024 and March 31, 2023

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables	53.36	63.06
Un-Billed Revenue	8.55	12.28
Advance from Customers	4.98	3.93

31.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue as per Contracted Price	2,040.92	2,110.34
Adjustments:		
- Discounts and Sales Promotion	(13.04)	(11.28)
Revenue as per Statement of Profit or Loss	2,027.88	2,099.06

32 Other income

Interest Income from Deposits with banks and others	1.09	0.80
Profit on sale of PPE (net) - (refer note 52)	23.95	4.00
Rent Receipts	3.30	2.25
Profit on Sale of Investments	0.34	-
Mark to mark-up gain on forward contracts	-	0.03
Gain on Termination of Leases	0.23	-
Other Misc. Income	0.89	0.01
Total Other Income	29.80	7.09

33 Cost of materials consumed

Wheat and Food Products	826.46	826.94
Minerals & Detergents	860.56	944.70
	1,687.02	1,771.64

34 Purchases of Stock in Trade

Wheat and Food Products	0.25	20.75
Minerals & Detergents	1.51	-
	1.76	20.75

35 Changes in inventories of work-in-progress, stock in trade and finished goods

Opening Stock

Work-in-Progress

Wheat and Food Products	8.42	6.83
Minerals & Detergents	-	-
	8.42	6.83

Finished Goods

Wheat and Food Products	16.03	11.08
Minerals & Detergents	15.89	13.39
	31.92	24.47
(a)	40.34	31.30

Closing Stock

Work-in-Progress

Wheat and Food Products	2.02	8.42
Minerals & Detergents	-	-
	2.02	8.42

Finished Goods

Wheat and Food Products	15.73	16.02
Minerals & Detergents	18.29	15.90
	34.02	31.92
(b)	36.04	40.34
(a) - (b)	4.30	(9.04)

Total changes in inventories



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
36 Employee benefits expenses		
Salaries, wages and bonus	79.95	61.55
Contribution to provident and other funds (refer note 51)	5.53	4.60
Gratuity Expenses (refer note 51)	1.72	1.28
Staff Welfare Expenses	3.85	2.47
Directors' Remuneration	5.01	4.17
Total	96.06	74.07
36.1 Employee benefit expense is net of Employee cost capitalised of Rs.1.75 Cr (PY Rs.1.84 Cr)		
37 Finance Costs		
Interest Paid - Banks	36.82	31.31
- Lease Liability	0.60	0.67
- Financial Institution	0.33	-
- Buyers Credit	1.17	0.58
- Others	0.98	0.85
Other Borrowing Cost	1.07	1.01
Total	40.97	34.42
37.1 Finance cost is net of Interest capitalised of Rs. 4.16 Cr (PY Rs. 4.34 Cr)		
38 Depreciation and amortization expense		
Depreciation of Property, plant and equipment	44.85	40.35
Depreciation of Investment Property	0.35	0.35
Amortization of Intangible assets	0.41	0.30
Amortization of Right of use assets	1.41	1.54
Total	47.02	42.54
39 Other expenses		
Manufacturing Expenses		
Production Expenses	18.71	18.94
Power and Fuel (net of captive consumption)	17.29	22.13
Repairs to Machinery	13.17	13.47
Laboratory Expenses	3.09	3.27
Total	(A) 52.26	57.81
Selling and Distribution Expenses		
Advertisement	3.16	6.98
Brokerage and Commission	2.09	1.17
Discount & Claims and Settlement	0.13	3.28
Sales Promotion	4.99	3.74
Freight and Handling	43.64	39.55
Total	(B) 54.01	54.72
Establishment Expenses		
Repairs and Maintenance - Buildings	1.55	2.04
Repairs and Maintenance - Others	4.66	4.21
Bank Charges and Commission	0.67	0.43
Loss on Foreign Currency Fluctuation	-	0.64
Provision for doubtful debts	0.09	0.91
Bad debts written Off	-	0.11
Printing & Stationery and Communication	1.45	1.63
Professional Charges	4.70	4.05
Payments to auditors (refer note 40)	0.23	0.20
Directors' Sitting Fees	0.05	0.04
Donations	0.43	0.28
Travelling Expenses	10.88	6.92
Insurance, Rates, Licence and Taxes	6.14	5.54
Rent & Electricity	5.94	7.54
CSR Expenses (refer note 41)	0.60	0.47
Windmill Expenses	3.64	2.32
Loss arising on write-off of investments	0.19	-
Miscellaneous Expenses (refer note 39.1)	1.83	1.90
Total	(C) 43.05	39.23
Total Other Expenses	(A+B+C) 149.32	151.76
39.1 Miscellaneous expenses consists of Security Charges, Pooja Expenses & Subscription Expenses.		



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

40 Payment to Auditors

As statutory Auditors:

Statutory Audit Fees	0.15	0.15
Tax audit fees	0.01	0.01
Fees for other services	0.05	0.04
Reimbursement of Expenses	0.02	-
	0.23	0.20

41 Expenditure on Corporate Social Responsibility (CSR)

a) Gross amount required to be spent on Corporate Social Responsibility during the year

(i) Brought Forward	(1.27)	(1.74)
(ii) During the year	0.60	0.47
	(0.67)	(1.27)

b) Amount spent during the year

(i) Construction and/ or acquisition of any asset	-	-
(ii) Other purposes [other than (i) above]	-	-
	-	-

c) Closing amount over spent as at March 31, 2024

	(0.67)	(1.27)
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42 Income tax expense

"(a) Major Components of Income Tax Expenses

Current tax"

Current tax on the Taxable Income for the year	5.47	4.76
	5.47	4.76

Deferred tax

Deferred Tax Liabilities (refer note 26)	0.95	2.23
MAT Credit availed	(1.93)	-
	(0.98)	2.23

Income tax expense

	4.49	6.99
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"b) Reconciliation of Tax Expense and the Accounting

Profit for the year is as under:"

Enacted income tax rate in India applicable to the Company	17.47%	25.17%
Profit Before Tax	31.23	20.00
Current tax expense on profit before tax at the enacted Income Tax rate in India	5.47	5.03
Unused tax credits	(1.92)	-
Tax effect of the amounts which are not deductible/(taxable) in calculated taxable income	3.47	0.41
Effect on differential tax rate for fair value changes on financial instruments	(3.32)	0.20
Effect on account of amalgamation (refer note 53.b)	-	0.83
Others	0.79	0.52
Income tax expense	4.49	6.99

43 Earnings per share (EPS)

Net Profit after tax for the year	26.74	13.01
Basic earnings per share (Rs.10)		
Weighted average no. of ordinary shares outstanding	1.42	1.42
Nominal value of ordinary shares (Rs. Per share)	10.00	10.00
Basic earnings for ordinary shares (in Rs. Per share)	18.77	9.13
Diluted earnings per share (Rs.10)		
Weighted average no. of ordinary shares outstanding	1.45	1.42
Nominal value of ordinary shares (Rs. Per share)	10.00	10.00
Diluted earnings for ordinary shares (in Rs. Per share)	18.39	9.13



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

44 Foreign exchange earnings & Expenditure

Foreign exchange earnings	0.07	8.05
Foreign exchange Expenditure	26.23	34.96

45 Expenditure in foreign currency

Interest	0.60	0.63
Professional / Technical Fees	0.49	2.15
Total	1.09	2.78

46 Contingent liabilities and Commitments

a) Contingent Liability

Particulars	As at March 31, 2024	As at March 31, 2023
1. Disputed Electricity Tax-Pending before Hon'ble Supreme Court	1.27	1.00
2. Disputed Electricity Tax-Pending before Hon'ble Madras High Court	0.09	0.10
3. Deemed Demand (Power Purchase) pending before Hon'ble Madras High Court	0.17	0.17
4. Disputed PF payables pending before Hon'ble Madras High Court	0.91	0.91
5. Export obligations pending to be completed	6.08	-

In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company is contesting these demands and the Management, including its advisors, believe that its position will likely be upheld in the appellate process.

No expense has been accrued in the stand alone financial statements for the demands raised. The Management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

b) Commitments

Particulars	As at March 31, 2024	As at March 31, 2023
1. Estimated amount of Contracts remaining to be executed on Capital account not provided for	18.07	9.75

47 Operating Segments

a. The Company is focused on the following business segments: Foods and Windmills, Minerals and Detergents. Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments. The accounting principles used in the preparation of the financial results are consistently applied to record revenue and expenditure in individual segments.

b. Segment result represents the profit before interest and tax earned by each segment without allocation of administrative costs and other income.



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Segment Revenue:		
(a) Foods & Windmill	1,061.98	1,060.26
(b) Minerals & Detergents	965.90	1,038.80
(c) Unallocated Income	-	-
Net Income from Operations	2,027.88	2,099.06
Segment Results:		
(a) Foods & Windmill	29.24	40.38
(b) Minerals & Detergents	37.37	26.24
Total	66.61	66.62
Less : Interest & Finance Charges	40.97	34.42
Add : Other net unallocable Income / (Expenses)	5.59	(12.20)
Total Profit Before Tax	31.23	20.00
Segment Assets:		
(a) Foods & Windmill	544.20	423.51
(b) Minerals & Detergents	169.07	190.97
(c) Unallocated Assets	27.46	49.40
Total Segment Assets	740.73	663.88
Segment Liabilities:		
(a) Foods & Windmill	399.73	321.44
(b) Minerals & Detergents	109.26	122.19
(c) Unallocated Liabilities	26.20	53.87
Total Segment Liabilities	535.19	497.50

48 Lease arrangements

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
As Lessor		
The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties.		
Total lease income recognised in the Statement of Profit and Loss	3.28	2.17

49 Financial Instruments

49.1 Capital Management

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. 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, less cash and cash equivalents and other bank balances.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and capital ratios in order to support its business and maximise shareholder value.

The following table summarises the capital of the Company:

Particulars	31 March, 2024	31 March, 2023
a) Equity	205.54	166.38
b) Borrowings	379.50	341.68
c) Less: Cash and Cash equivalents	(3.03)	(2.84)
d) Less: Other Bank Balances	(6.10)	(5.85)
e) Less: Liquid Investments	(0.36)	-
f) Total debt (b+c+d+e)	370.01	332.99
g) Overall financing (a+f)	575.55	499.37
h) Net debt to capital ratio (f/g)	0.64	0.67


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

49.2 Categories of Financial Instruments

Particulars	31 March, 2024	31 March, 2023
Financial Assets		
Measured at Cost		
a) Investments	0.75	0.66
Measured at FVTOCI		
b) Investments	1.93	2.06
Measured at FVTPL		
c) Investments	1.94	1.57
Measured at amortised cost		
d) Trade receivables	61.90	75.34
e) Cash and cash equivalents	3.03	2.84
f) Other Bank Balances	6.10	5.85
g) Other financial assets	12.68	11.84
Financial Liabilities		
Measured at amortised cost		
a) Borrowings (Non-current)	251.23	239.37
b) Borrowings (Current)	128.28	102.31
c) Trade payables	96.33	98.36
d) Lease liabilities	5.61	7.77
e) Other financial liabilities	19.93	17.94

49.3 Financial Risk and Management Objectives

The Company's activities expose it to a variety of financial risks, credit risks, liquidity risks and market risks. The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework. The risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and company's activities. The company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

1. Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company evaluates the concentration with respect to trade receivables considering the sales to top 4 customers which contribute 75% of the revenue.

Trade Receivables

The company's exposure to credit risks is influenced mainly by individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. Credit risk has always been managed by the company through its credit approvals, establishing credit limits and continuously monitoring the credit worthiness of its customer based on which the company agrees on the credit terms with the customers in the normal course of business.

Cash and cash equivalents and Other bank balances

Credit risks on cash and cash equivalents and other bank balances is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by International and Domestic Credit Rating Agencies. Credit risk from balances with banks, borrowings from financial institutions are managed by the Company's treasury department in accordance with the guidelines framed by the board of directors of the Company. Guidelines broadly covers the selection criterion and over all exposure which the Company can take with a particular financial institution or bank. The Company does not maintain significant amount of cash and deposits other than those required for its day to day operations.

Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

2. Liquidity Risks

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The table below provides the details regarding the expected recovery of significant financial assets as follows:

Particulars	Less than 12 months	More than 12 months	Total
31 March, 2024			
Investments	0.36	4.26	4.62
Trade receivables	58.85	3.05	61.90
Cash and Cash equivalents	3.03	-	3.03
Other Bank balances	6.10	-	6.10
Other financial assets	0.88	11.81	12.69
	69.22	19.12	88.34
31 March, 2023			
Investments	-	4.29	4.29
Trade receivables	72.41	2.93	75.34
Cash and Cash equivalents	2.84	-	2.84
Other Bank balances	5.85	-	5.85
Other financial assets	1.23	10.61	11.84
	82.33	17.83	100.16

The table below provides the details regarding the contractual maturities of significant financial liabilities as follows:

Particulars	Less than 12 months	More than 12 months	Total
31 March, 2024			
Short term borrowings (Current)	128.28	-	128.28
Long-term borrowings (Non Current)	-	251.23	251.23
Trade payables	95.80	0.53	96.33
Other financial liabilities	19.94	-	19.94
Lease liabilities	1.15	4.46	5.61
	245.17	256.22	501.39
31 March, 2023			
Short term borrowings (Current)	102.31	0.00	102.31
Long-term borrowings (Non Current)	0.00	239.37	239.37
Trade payables	98.13	0.23	98.36
Other financial liabilities	15.86	2.09	17.95
Lease liabilities	1.59	6.18	7.77
	217.89	247.87	465.76

Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

3. Market Risks

Market risk is the risk that changes in market prices, such as foreign exchange rates and Interest rates will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the returns.

a) Interest rate exposure

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has availed significant Rupee Term Loan at floating rate of interest. The Company has not entered into any of the interest rate swaps and hence is exposed to interest rate risk.

Interest rate sensitivity Analysis

The Company considering the economic environment in which it operates has determined the interest rate sensitivity analysis (interest exposure) at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole of the year. A 25 basis point +/- fluctuation in the interest rate is used for disclosing the sensitivity analysis.

Impact on Profits before Tax	As at 31 March, 2024	As at 31 March, 2023
Interest rates - Increase by 25 basis points	(0.95)	(0.85)
- Decrease by 25 basis points	0.95	0.85

4. Foreign Currency Risks

The Company imports wheat, minerals, stores & spares and capital goods for which payables are denominated by foreign currency. The Company is exposed to foreign currency risk on these transactions. The Company follows a conservative and sound policy by entering into simple Forward Exchange Contracts to hedge the foreign currency risk whose maturity co-terminus with the maturity period of foreign currency liabilities. In respect of exports, exports are made against advances received. Hence, the Company is not exposed to any significant foreign currency risk in respect of its exports.

a. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities based on gross exposure at the end of the reporting period is as under:

As on March 31, 2024

Currency	Liabilities			Net overall exposure on the currency - net assets/ (net liabilities)
	Gross Exposure	Exposure hedged Using derivatives	Net liability exposure on the currency	
USD	0.08	0.07	0.01	(0.01)
In INR	6.58	5.50	0.99	(0.99)

As on March 31, 2023

Currency	Liabilities			Net overall exposure on the currency - net assets/ (net liabilities)
	Gross Exposure	Exposure hedged Using derivatives	Net liability exposure on the currency	
USD	0.10	0.10	-	-
In INR	7.93	7.93	-	-

49.4. Fair Value Measurements:

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in fair value hierarchy.

As at 31 March, 2024	refer note	Carrying Amount			Fair Value			
		Financial Assets at FVTPL	Financial Assets at FVTOCI	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets								
Financial Assets measured at fair value								
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)	7	1.94	-	1.94	-	0.36	1.58	1.94
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)	7 & 12	-	1.93	1.93	-	-	1.93	1.93


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

As at 31 March, 2024	refer note	Carrying Amount			Fair Value			
		Financial Assets at FVTPL	Financial Assets at FVTOCI	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets								
Financial Assets measured at fair value								
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)	7	1.57	-	1.57	-	-	1.57	1.57
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)	7	-	2.06	2.06	-	-	2.06	2.06

50. a. Security Details of Long Term Borrowings

(i) Term loan from The ICICI Bank Limited amounting to Rs. 0.50 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 1.70 Crores) is primarily secured by hypothecation of the assets purchased under loan at Kalloothu.

(ii) Term loan from The HDFC Bank Limited amounting to Rs. 88.78 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 121.90 Crores) is primarily secured by the assets purchased under the loan at NLCD Unit -1 and Unit -2 @ Padiyur & Vedasanthur and personal assets of some of the Executive Directors.

(iii) Term loan from The IDBI Bank Limited amounting to Rs. 16.42 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 18.42) is primarily secured by the land and building situated at No.133, Trichy Road, Dindigul-624005.

(iv) Term loan from The Karur Vysya Bank Limited amounting to Rs. 88.85 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 65.69 Crores) is primarily secured by the assets purchased under the loan and equitable mortgage on Minerals land And Agri Godown located at Dindigul.

(v) Term loan from The State Bank of India amounting to Rs. 46.68 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 37.10 Crores) is primarily secured assets purchased under the loan by equitable mortgage of the assets of the Company located at Trichy.

(vi) Term loan from IndusInd Bank Ltd amounting to Rs. 4.38 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 11.91 Crores) is primarily secured by hypothecation of the assets purchased under the loan at Banlagore.

(vii) Term loan from IDFC First bank Limited amounting to Rs. 51.87 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 25.66 Crores). is primarily secured by hypothecation of the assets purchased under the loan and land at Padiyur, Dindigul.

(viii) Term loan from Kotak Mahindra Bank Ltd amounting to Rs. 0.83 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 0.36 Crores) is primarily secured by hypothecation of the assets purchased under the loan.

(ix) Term loan from Axis Bank Ltd amounting to Rs. 3.41 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 5.18 Crores) is primarily secured by hypothecation of the assets purchased under the loan and land at Seelapadi Village, Dindigul.

(x) Term loan from Fullerton India Pvt Ltd amounting to Rs. 3.05 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 3.29 crores) is primarily secured by equitable mortgage on Modern Nagar land located at Dindigul.

Notes:

- The said loans are repayable in monthly / quarterly instalments.
- The Company does not have any continuing default as on the Balance Sheet date in the repayment of loan or interest.
- Secured by personal guarantees of two of the Promoter Directors of the Company.


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

50. b. Term Loans Outstanding, Rates of interest & Terms of Repayments :

S.No	Bank	Loan Amount	ROI	Repayment Terms	Remaining Tenure (Quarter/Months)	O/S as on 31.03.2024
1. TERM LOANS						
1	ICICI	7.60	10.05%	M	5	0.50
2	INDUSIND	15.00	10.50%	Q	6	4.38
3	HDFC	11.50	9.95%	M	58	6.48
4	HDFC	12.30	9.95%	M	35	5.36
5	HDFC	36.00	9.95%	M	36	16.15
6	HDFC	13.13	10.05%	M	58	7.39
7	IDFC	30.00	9.60%	Q	16	23.09
8	HDFC	26.00	9.95%	M	48	26.00
9	HDFC	9.00	9.95%	M	48	9.00
10	KVB	30.00	9.75%	M	102	29.25
11	KVB	13.16	9.75%	M	108	12.14
12	FULLERTON	3.73	11.15%	M	84	3.05
13	KVB	30.00	9.75%	Q	24	30.00
14	IDFC	30.00	10.00%	Q	24	28.78
16	SBI	30.00	8.85%	M	102	23.16
Total Term Loans						224.73
2. LOANS AGAINST PROPERTY						
1	HDFC	26.00	10.20%	M	13	4.16
2	HDFC	11.00	10.20%	M	13	2.07
3	SBI	17.00	10.25%	M	23	4.58
4	IDBI	16.00	10.05%	M	97	11.20
5	IDBI	3.00	9.50%	M	94	2.11
6	KVB	18.00	9.75%	Q	4	2.52
7	KVB	40.00	9.75%	Q	9	14.94
Total Loans Against Property						41.58
3. VEHICLE LOANS						
1	KOTAK	0.18	8.00%	M	22	0.08
2	HDFC	1.07	8.00%	M	42	0.71
3	HDFC	0.29	7.40%	M	43	0.22
4	KOTAK	0.39	7.25%	M	22	0.16
5	KOTAK	63.50	8.85%	M	43	0.59
Total Vehicle Loans						1.76
4. GECL LOANS						
1	IDBI	3.40	9.25%	M	21	1.48
2	AXIS	7.10	9.00%	M	23	3.41
3	SBI	6.69	9.25%	M	25	3.28
4	IDBI	1.74	9.25%	M	45	1.63
5	SBI	15.72	9.25%	M	48	15.65
6	HDFC	11.79	9.00%	M	48	11.24
Total GECL Loans						36.69
5. LOANS - Unsecured						
1	Lakme Investment and Finance Ltd	8.00	12.00%	NA	NA	7.25
Total Loans - Unsecured						7.25
Grand Total						312.01

50. b. 1 The outstanding includes current maturities of Long Term Debt (refer note No.22)



51. Retirement benefit plans

1. Defined contribution plans

The Company makes payments to Provident Fund and Employees State Insurance which is defined contribution plan for qualifying employees. Under the scheme, the company is required to contribute a specified percentage of the payroll costs to fund the benefit. The Company recognised Rs. 5.53 Cr (PY : Rs. 4.60 Cr) 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 scheme.

2. Defined benefit plans

a) Gratuity

Gratuity to employees (funded) and Gratuity to Directors (non funded) is provided based on the most recent actuarial valuation of the defined benefit obligation carried out based on actuarial valuation. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected unit cost method. The following table sets forth the status of the Gratuity Plan (Employees) and Gratuity (Directors) of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the Gratuity (Employees) benefit through annual contribution and provision is made annually for Gratuity to Directors.

As per the policy of the Company the Compensated absence is not accumulated.

Investment risk	The probability or likelihood of occurrence of losses relating to the expected return on any particular investment.
Interest risk	The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rate will result in an increase in the ultimate cost of providing above benefit and will thus result in an increase in the value of liability (as shown in financial statements). A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Salary escalation risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future, based on past experience. Deviation in the rate increase of 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 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 adverse compared to the assumptions.

S.No	Particulars	Post Employment Benefits			
		Gratuity-Employees		Gratuity-Directors	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
i	Changes in Defined Benefit Obligation:				
	Present Value-Opening Balance	5.17	3.82	3.38	3.25
	Current Service Cost	0.93	0.60	0.80	0.13
	Interest Cost	0.34	0.27	-	-
	Past services cost	-	-	-	-
	Actuarial Loss/(Gain)	0.29	0.82	-	-
	Benefits Paid	(0.80)	(0.34)	-	-
	Present Value- Closing Balance	5.95	5.17	4.18	3.38



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Particulars	Post Employment Benefits			
		Gratuity-Employees		Gratuity-Directors	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
ii	Changes in Fair value of Plan Assets:				
	Opening Balance	4.82	4.03	-	-
	Expected Return on plan assets	0.36	0.31	-	-
	Actuarial Gain on plan assets	0.04	0.02	-	-
	Contributions by Employer	1.14	0.80	-	-
	Benefits Paid	(0.80)	(0.34)	-	-
	Closing Balance	5.57	4.82	-	-
iii	Amount recognised in the Balance Sheet (as at the Year end):				
	Fair Value of Plan Assets	5.57	4.82	-	-
	Present Value of Obligations	5.95	5.17	4.18	3.38
	Net Asset/(Liability) Recognised	(0.38)	(0.35)	(4.18)	(3.38)
iv	Expenses recognised in the Statement of Profit and Loss:				
	Current Service Cost	0.93	0.60	0.80	0.13
	Interest Cost	(0.02)	(0.04)	-	-
	Past service cost	-	-	-	-
	Expenses recognised in the Statement of Profit and Loss	0.92	0.56	0.80	0.13
v	Expenses recognised in Other Comprehensive Income:				
	Actuarial (losses) / gains	(0.29)	(0.82)	-	-
	Difference between actual return and interest income on plan assets	0.04	0.02	-	-
	Net Cost in other comprehensive Income	(0.25)	(0.80)	-	-
	Asset Information				
	Insurer Managed	100.00%	100.00%	NA	NA
	Principal Actuarial Assumptions				
	Discount Rate (%)	6.97%	7.22%	6.97%	7.22%
	Rate of Increase in Salary (%)	5.00%	5.00%	10.00%	10.00%
	Attrition Rate (%)	4.00%	4.00%	1.00%	1.00%
	Expected Rate of Return on Plan Assets (%)	6.97%	7.22%	NA	NA
	Expected average remaining life of employees Years	14.90	14.90	12.57	13.40
vi	A quantitative sensitivity analysis for significant assumption as at 31 March is as shown below:				
	Discount rate				
	0.5% increase	7.47%	7.72%	7.47%	7.72%
	0.5% decrease	6.47%	6.72%	6.47%	6.72%
	Rate of increase in salary				
	0.5% increase	5.50%	5.50%	10.50%	10.50%
	0.5% decrease	4.50%	4.50%	9.50%	9.50%
vii	Expected Benefit Payments in following years:				
	Year 1	0.28	0.32	0.13	0.11
	Year 2	0.82	0.88	0.14	0.12
	Year 3	0.41	0.35	1.97	0.12
	Year 4	0.72	0.37	0.09	1.68
	Year 5	0.42	0.63	1.83	0.08
	Next 5 Years	2.24	1.90	0.27	1.73



52. Related party disclosures

a) List of parties having significant influence

Holding company	The Company does not have any holding company
Subsidiary Companies	<ul style="list-style-type: none"> • M/s. Naga Far East Private Limited • M/s. Naga Mills Private Limited (liquidated w.e.f. 26.10.2023) • M/s. Annai Power Private Limited (Sep-2022 to Nov-2022) • M/s. Nagalalakshmi Energy Private Limited (Sep-2022 to Nov-2022) • M/s. Dindigul Foods Park Private Limited (Nov-2022)
Associate Company	<ul style="list-style-type: none"> • M/s. Annai Power Private Limited (Apr-2022 to Aug-2022) • M/s. Nagalalakshmi Energy Private Limited (Apr-2022 to Aug-2022) • M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023)

Investing Parties having substantial interest

Sri. K.S. Kamalakannan	Chairman and Managing Director (KMP)
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Key management personnel

Smt. Mageswari Kannan	Joint Managing Director
Sri. Sounder Kannan	Whole-Time Director
Sri. D. Vijay Anand	Technical Director
Sri. S. Ramesh	Director (Projects)
Sri. T.R. Sivaraman	Chief Financial Officer
Sri. V. Balamurugan	Company Secretary

Directors

Sri. P. Arivanandam	Independent Director
Sri. Padmanabhan Sivaramakrishnan Iyer	Director
Sri. S. Neelakantan	Independent Director

Relatives of Key Managerial Personnel

Smt. Lakshmi Vijayanand | Smt. Monaa Kannan | Ms. M. Jayalalitha | Sri. M. Sukumar
 Sri. A.M. Gopinath | Sri. Omkar Aditya | Smt. R. Sulochana | Sri. R. Hema Kumar
 Sri. R. Ragavendar



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Enterprises over which key managerial personnel are interested

M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited")
 M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Private Limited")
 M/s. Lakme Investment and Finance Limited
 M/s. Dinwinn Farms LLP
 M/s. Nutri Snack LLP (Under process of Striking-off)
 M/s. Rohini Enterprises
 M/s. Nagalakshmi Charitable Trust
 M/s. Sreenivasa Religious Trust
 M/s. Pluris Global Holding (India) Limited (amalgamated with Naga Limited w.e.f. 01.04.2023)
 M/s. Kovil Cereals Private Limited (amalgamated with Naga Limited w.e.f. 01.04.2023)

Notes

- The Company has effected the scheme of amalgamation of the transferor companies namely, M/s. Pluris Global Holding (India) Limited and M/s. Kovil Cereals Pvt Ltd (hereinafter referred as amalgamated entities) approved by The National Company Law Tribunal (NCLT) vide order dated at 21.06.2024 with effect from appointed date 01.04.2023. (Refer Note 53.b)
- Borrowings are secured by personal guarantees of two of the Promoter Directors of the Company.

b) Transaction during the year

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
1	Sri. K.S. Kamalakannan		
	Remuneration	1.50	1.08
	Rent Paid	1.18	1.12
	Dividend Paid	0.73	0.73
	Wind Power Charges paid	1.09	0.04
	Purchase of Immovable Properties	-	1.18
	Sale of Immovable Poperties	-	3.38
	Purchase of Equity Shares	-	0.41
	Interest Paid (refer note 2 hereunder)	0.01	-
	Unsecured Loan – Received (refer note 2 hereunder)	0.55	-
	Unsecured Loan - Repaid (refer note 2 hereunder)	0.65	-
2	Smt. Mageswari Kannan		
	Remuneration	0.90	0.90
	Dividend Paid	0.26	0.26
	Purchase of Equity Shares	-	0.33
	Interest Paid (refer note 2 hereunder)	0.10	-
	Unsecured Loan – Received (refer note 2 hereunder)	1.40	-
	Unsecured Loan - Repaid (refer note 2 hereunder)	2.30	-
3	Sri. Sounder Kannan		
	Remuneration	1.20	0.96
	Dividend Paid	0.14	0.14
	Interest Paid	0.07	-
	Purchase of Equity Shares	-	0.33
	Sale of Immovable Poperty	11.00	-
	Unsecured Loan – Received	2.60	-
	Unsecured Loan - Repaid	2.60	-
4	Sri. D. Vijay Anand		
	Remuneration	1.20	0.96
	Purchase of Equity Shares	-	0.03
	Dividend Paid	0.01	0.01
5	Sri. S.Ramesh		
	Remuneration	0.21	0.18
6	Sri. T.R. Sivaraman		
	Remuneration	0.27	0.23
7	Sri. V. Balamurugan		
	Remuneration	0.14	0.02
8	Sri.Ramesh krishnan		
	Remuneration	-	0.09
9	Smt. Lakshmi Vijayanand		
	Remuneration	0.60	0.46
	Purchase of Equity Shares	-	0.19
	Sale of Immovable Poperty	11.00	-
	Dividend Paid	0.09	0.09
10	Smt. Monaa Kannan		
	Remuneration	0.48	0.33
	Purchase of Equity Shares	-	0.03
	Dividend Paid	0.01	0.01
11	Ms. M. Jayalalitha		
	Remuneration	0.51	0.46
	Dividend Paid	0.01	0.01
12	Sri. M. Sukumar		
	Remuneration	0.39	0.34



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
13	Sri. A.M.Gopinath (Prop. Anugraha International) Commission Paid	0.16	0.08
14	Mr. Omkar Aditya Remuneration	0.09	-
15	Mrs. Sulochana Remuneration	0.12	-
16	Sri. R. Hemakumar Remuneration	0.05	0.04
17	Sri. R. Ragavendar Remuneration	0.02	0.02
18	M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") Purchases	440.15	404.21
	Rental Income	0.98	1.54
	Rent Paid	0.39	0.31
	Interest Paid	0.38	-
	Purchase of Equity Shares	-	0.85
	Dividend Paid	0.16	0.16
	Freight Income Received	1.58	3.20
	Sale of Immovable Poperties	15.11	-
	Unsecured Loan – Received	10.25	-
	Unsecured Loan - Repaid	10.25	-
19	M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Private Limited") Rental Income	0.00	-
20	M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023) Interest Paid	0.59	-
	Rental Income	0.00	-
	Purchase of Equity Shares	-	0.13
	Unsecured Loan – Received	8.00	-
	Unsecured Loan - Repaid	0.75	-
21	M/s. Dinwinn Farms LLP Purchase of Agri Product	0.01	-
22	M/s. Nutri Snack LLP (Under process of Striking-off) Purchases	-	0.01
	Service Charges Paid	-	0.06
	Purchase of Assets	-	0.01
23	M/s. Nagalakshmi Charitable Trust Donation Paid	0.20	0.17
	Sale of Fixed Assets	0.01	-
	Medical Camp Charges Paid	-	0.06
24	M/s. Sreenivasa Religious Trust Donation Paid	0.13	-
25	M/s. Rohini Enterprises Purchases	1.30	-
	Rental Income	0.00	-
26	M/s. Annai Power Private Limited (Associate company -April-2022 to August-2022) Wind Power Charges paid	-	1.71
	Rent Paid	-	1.09
	Rental Income	-	0.00
	M/s. Annai Power Private Limited (Subsidiary company -September-2022 to Nov-2022) Wind Power Charges paid	-	0.64
	Rent Paid	-	0.65
	Rental Income	-	0.00
	M/s. Annai Power Private Limited (Post amalgamation) Wind Power Charges paid	-	0.49
	Rent Paid	-	0.87
	Rental Income	-	0.00



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
27	M/s. Nagalakshmi Energy Private Limited (Associate company -April-2022 to August-2022) Freight Charges Paid	-	0.23
	Wind Power Charges paid	-	0.42
	Rental Income	-	0.00
	M/s. Nagalakshmi Energy Private Limited (Subsidiary company -September-2022 to Nov-2022) Freight Charges Paid	-	0.14
	Wind Power Charges paid	-	0.20
	Investment	-	3.00
	Rental Income	-	0.00
	M/s. Nagalakshmi Energy Private Limited (Post amalgamation) Freight Charges Paid	-	0.18
	Wind Power Charges paid	-	0.20
	Rental Income	-	0.00
28	M/s. Pluris Global Holding (India) Limited (amalgamated with Naga Limited w.e.f. 01.04.2023) Purchase of Equity Shares	-	0.13
29	M/s. Kovil Agencies (Converted into Private Limited Company "M/s. Kovil Cereals Pvt. Ltd.) Rental Income	-	0.00
30	M/s. Naga Mills Private Limited (liquidated w.e.f. 26.12.2023) Expenses recoverable written-off	0.01	-

Notes

1. Post employment benefits are actuarially determined on overall basis and hence not separately provided.
2. Arose on account of the scheme of amalgamation as per note no. 53.b.
3. Values are shown as zero due to rounded off being lesser value.

c) Balances at the end of the year.

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
1	Sri. K.S. Kamalakannan Rent Payable	0.10	-
	Remuneration payable	0.13	0.05
2	Smt. Mageswari Kannan Remuneration payable	0.08	0.03
3	Sri. Sounder Kannan Remuneration payable	0.10	0.05
4	Sri. D. Vijay Anand Remuneration payable	0.04	0.06
5	Sri. S. Ramesh Remuneration payable	0.01	0.01
6	M/s. Naga Mills Private Limited (liquidated w.e.f. 26.10.2023) Expenses recoverable	0.04	0.06
7	M/s. Naga Far East Private Limited Expenses recoverable	0.02	0.02
8	M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") Trade Payable	1.21	7.58
	Trade Receivable	-	0.32
9	M/s. Rohini Enterprises Trade Payable	1.08	-
10	M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023) Loans Payable	7.25	-



Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

53. Scheme of Amalgamation

53.a. Scheme of Amalgamation during Previous Year

Description of Scheme of Amalgamation of Naga Limited (Transferee Company) and M/s. Annai Power Private Limited (Transferor Company No.1), M/s. Nagalakshmi Energy Private Limited (Transferor Company No.2), M/s. Dindigul Foods Park Private Limited (Transferor Company No.3) and their respective Shareholders and Creditors.

During the previous year, the transferee company has made additional investment in the transferor companies and holds 100% share in the transferor companies. Additional investment by transferee company during the year of which details are as follows:

- (i) M/s. Annai Power Private Limited - Rs. 1.78 Crores
- (ii) M/s. Nagalakshmi Energy Private limited - Rs. 3.07 Crores
- (iii) M/s. Dindigul Foods Park Private Limited - Rs. 0.57 Crores

The Regional Director, Chennai, on April 12, 2023, sanctioned the Scheme of Amalgamation ("Scheme") between M/s. Annai Power Private Limited (Transferor Company No.1), M/s. Nagalakshmi Energy Private Limited (Transferor Company No.2), M/s. Dindigul Foods Park Private Limited (Transferor Company No.3) and M/s. Naga Limited (Transferee Company) and their respective Shareholders and Creditors for the amalgamation of the Company. Both companies have filed the certified copies of the RD Order sanctioning the Scheme on April 27, 2023, with the Registrar of Companies, Tamil Nadu. Pursuant to the Scheme becoming effective, the entire undertaking and business of transferor companies would be transferred or vested on Naga Limited.

As per the clarification issued by Ministry of Corporate Affairs vide Circular no.09/2019 dated August 21, 2019 (MCA Circular), the Company has recognized the effect of the merger on December 01, 2022, and made the following adjustments, pursuant to the Scheme.

- (i) All the assets and liabilities of the transferor companies have been transferred to Naga Limited (Transferee company).
- (ii) Difference between the value of transferred assets and liabilities pertaining to the transferor company amounting to Rs. 2.65 Crores have been adjusted to the reserves.

The Impact of the Amalgamation on these financial statements is as under:

The whole of the assets and liabilities of transferor companies became the assets and liabilities of transferee company

Assests Transferred	As at November 30, 2022		
	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Property , Plant and equipment	18.03	3.13	0.78
Deferred Tax Assets (Net)	-	1.00	-
Trade receivables	-	0.08	-
Cash and cash equivalents	0.04	0.04	0.01
Current tax assets (net)	-	-	-
Other current assets	0.04	0.06	-
Total Assets transferred to Naga Limited (A)	18.11	4.31	0.80

Liabilities Transferred	As at November 30, 2022		
	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Long Term Borrowings	9.61	0.09	-
Deferred tax liabilities (net)	0.17	-	-
Short Term Borrowings	5.31	3.97	0.23
Trade payables	0.20	0.01	-
Other financial liabilities	0.05	0.02	-
Total Liabilities transferred to Naga Limited (B)	15.34	4.08	0.23


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Adjustment to Reserve

As per Para 14 of the Order, the difference between the book value of the assets and liabilities transferred to the Naga Limited (net of investment) has been debited to the Capital Reserves of the Company on the Appointed date i.e December 01, 2022.

Particulars	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Total Assets transferred to Naga Limited (A)	18.11	4.31	0.80
Total Liabilities transferred to Naga Limited (B)	15.34	4.08	0.23
Investment by Naga Limited (C)	2.40	3.10	0.70
Adjustment to Reserve (A-B-C)	0.37	(2.87)	(0.14)

53. b. Scheme of Amalgamation during Current Year

Description of Scheme of Amalgamation of M/s. Kovil Cereals Private Limited (Transferor Company No.1), M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with Naga Limited (Transferee Company) and their respective Shareholders and Creditors.

The National Company Law Tribunal Division Bench (Court-1) Chennai has sanctioned the Scheme of Amalgamation ("Scheme") between M/s. Kovil Cereals Private Limited (Transferor Company No.1) and M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with Naga Limited (Transferee Company) and their respective Shareholders and Creditors vide order dated June 21, 2024. Both companies have filed the certified copies of the NCLT Order sanctioning the Scheme on 01 July, 2024 with the Registrar of Companies, Tamil Nadu. The appointed date as per the Scheme is April 01, 2023.

As per guidance on accounting for common control transactions contained in Ind AS 103 "Business Combinations" the amalgamation has been accounted for using the pooling of interest method. The Company has recorded the assets and liabilities pertaining to merged entities vested in the Company at their respective carrying values appearing in the books. The difference between the net identifiable assets acquired and consideration on amalgamation has been accounted as capital reserve.

The Impact of the Amalgamation on these financial statements is as under:

The whole of the assets and liabilities of transferee companies became the assets and liabilities of transferee company

Assets Transferred	As at April 01, 2023	
	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Non-current investments	0.28	0.11
Current investments	0.10	-
Trade receivables	14.45	0.03
Cash and cash equivalents	0.27	0.02
Other current assets	0.32	0.04
Total Assests transferred to Naga Limited (A)	15.42	0.20

Liabilities Transferred	As at April 01, 2023	
	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Share Capital	14.08	0.07
Short-term Borrowings	-	1.00
Trade payables	0.04	0.03
Other financial liabilities	0.37	0.01
Total Liabilities transferred to Naga Limited (B)	14.50	1.12

Adjustment to Reserve

Particulars	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Total Assets transferred to Naga Limited (A)	15.42	0.20
Total Liabilities transferred to Naga Limited (B)	14.50	1.12
Adjustment to Reserve (A-B)	0.92	(0.92)


Notes to the Standalone Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

54. Ratio Analysis and its elements
a) Ratio

Particulars	As at March 31, 2024	As at March 31, 2023	% Change from FY 22-23 to FY 23-24	Reason for Variance, if % are more than 25%
(a) Current Ratio	1.07	0.97	11%	-
(b) Debt-Equity Ratio	1.85	2.05	-10%	-
(c) Debt Service Coverage Ratio	1.24	1.05	18%	-
(d) Return on Equity Ratio (%)	15.19%	12.02%	26%	Due to Profit on Sale of Immovable Properties Due to increase in total equity on account of merger
(e) Inventory Turnover Ratio	10.45	12.25	-15%	-
(f) Trade Receivables Turnover Ratio	29.55	25.55	16%	-
(g) Trade Payables Turnover Ratio	18.12	17.60	3%	-
(h) Net Capital Turnover Ratio	9.87	12.62	-22%	-
(i) Net Profit Ratio (%)	1.32%	0.62%	113%	Due to Profit on Sale of Immovable Properties
(j) Return on Capital Employed (%)	13.95%	11.75%	19%	-

b) Elements of Ratio

Ratios	Numerator	Denominator	March 31, 2024		March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
(a) Current Ratio	Current Assets	Current Liabilities	277.99	258.70	224.06	230.91
(b) Debt-Equity Ratio	Total Debt (Long term & Short term Borrowings)	Total Equity	379.50	205.54	341.68	166.38
(c) Debt Service Coverage Ratio	Earnings Before Interest, Tax, Depreciation and Amortisation Expense	Debt (Principal+Interest)	119.22	96.18	96.96	92.20
(d) Return on Equity Ratio	Profit for the year before Tax	Total Equity	31.23	205.54	20.00	166.38
(e) Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	1,693.07	162.06	1,783.35	145.59
(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	2,027.88	68.62	2,099.06	82.16
(g) Trade Payables Turnover Ratio	Purchases	Average Trade Payables	1,763.79	97.35	1,754.62	99.70
(h) Net Capital Turnover Ratio	Revenue from Operations	Total Equity	2,027.88	205.54	2,099.06	166.38
(i) Net Profit Ratio	Profit for the year	Revenue from Operations	26.74	2,027.88	13.01	2,099.06
(j) Return on Capital Employed	Earnings Before Interest and Tax	Total Equity + Long Term Borrowings t	72.19	517.55	54.42	463.27

55. Details of Benami Property :

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

56. Reconciliation of quarterly returns of current assets filed with banks

Quarterly returns filed by the Company with banks consisting of inventory (excluding goods in transit) and trade receivables aged less than 90 days are in agreement with the books of account.



57. Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

58. Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

59. Wilful Defaulter

The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

60. Utilisation of borrowed funds and securities premium

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

61. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

62. Undisclosed income

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

63. Expenditure on Scientific Research eligible deduciton u/s 35(1)(iv) and 35(2AB) of the Income Tax Act, 1961

Nature	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Revenue		
Employee Benefit Expenses	2.07	1.67
Equipment Maintenance	0.13	0.06
Consumables	0.32	0.57
Travelling Expenses	0.17	0.15
Freight & Handling	0.01	0.02
Professional Charges	0.28	0.21
Other Expenses	0.22	0.10
b) Capital Expenditure	1.09	3.05

**64. Note on Social Security Code 2020**

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

65. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that audit trail feature is not enabled for certain direct changes to the data for users with the certain privileged access rights to the SAP application and the underlying HANA database. Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Presently, the log has been activated at the application and the privileged access to HANA database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

66. Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors at their meeting held on 10th July, 2024.

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312



INDEPENDENT AUDITOR'S REPORT

To the Members of Naga Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Naga Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements, 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 prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2024, of consolidated profit and other comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year then ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as 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 and its associate 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 and on consideration of audit reports of other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Financial highlights, Director's report along with annexures but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Management and Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate; preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and its associate 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 Group or its associate or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the companies included in the Group and its associate are responsible for overseeing the financial reporting process of each company.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We give in “Annexure A” a detailed description of Auditor’s responsibilities for Audit of the Consolidated Financial Statements.

Other Matters

a. We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 0.33 Crs as at March 31, 2024, total revenues of Rs.Nil and net cash flows amounting to Rs. (0.14) Crs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group’s share of net profit (including total other comprehensive income) of Rs.0.18 Crs for the year ended March 31, 2024, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors.

All of these subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company’s management has converted the financial statements of such subsidiaries, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments have not been audited. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on management furnished financial statements and the conversion adjustments prepared by the management of the Holding Company. According to the information and explanation given to us by the Holding Company’s management, these financial statements are not material to the Group.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the Separate Financial Statements of the subsidiaries and associate referred to in the Other Matters section above we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g) and the reports of the other auditors.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).

g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and its associate company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Group and its associate has disclosed the impact of pending litigations on the consolidated financial statements – Refer Note 46 to the consolidated financial statements.

ii. The Group and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2024.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate company.

iv.

(1) The Management of the Holding Company, its subsidiaries and its associate which is a company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, as disclosed in Note 60 to the Consolidated Financial Statements that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate to or in any

other person(s) or entity(ies), including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries and its associate (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(2) The Management of the Holding Company, its subsidiaries and associate which is a company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief as disclosed in Note 60 to the Consolidated Financial Statements, no funds have been received by the Holding Company or any of such subsidiaries and associate from any person(s) or entity(ies), including foreign entities (“Funding Parties”) with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries and its associate shall, 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.

(3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and an associate which is a company incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors’ notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

v. On the basis of our verification, interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

vi.

(1) Based on our examination, the Holding Company has used an accounting software for maintaining its books of account during the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility, except that no audit trail feature was enabled at the database level to log any direct data changes. The audit trail feature has been operated throughout the year for all relevant transactions recorded in the accounting software, except for the software at the database level as stated above, in respect of which the audit trail facility has not operated throughout the year ended March 31, 2024. Further, during the course of our examination, we did not come across any instance of audit trail feature being tampered with.

(2) Based on our examination, the Holding Company has used an accounting software for recording its revenues and receipts while maintaining the books of account of one of its divisions during the year ended March 31, 2024, which is operated by a third-party software service provider. However, in the absence of an independent service auditors' report, we are unable to comment whether the software has a feature of recording audit trail (edit log) facility, nor are we able to comment on whether the audit trail feature was enabled in the said software and operated throughout the year for all relevant transactions recorded in the software.

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group, and its associate to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports issued by the statutory auditors of associate included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no qualifications/adverse remarks. Further, CARO Reporting is not applicable for subsidiary companies included in Group as subsidiaries are not incorporated in India.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEMY2457

Place: Dindigul

Date: 10 July 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NAGA LIMITED

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the management and 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 and its associate 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 and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



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

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

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEMY2457

Place: Dindigul

Date: 10 July 2024

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NAGA LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Naga Limited on the Consolidated Financial Statements for the year ended March 31, 2024]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls reference to consolidated financial statements of Naga Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company, its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") and its associate company which is a company incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies and its associate company which is a company incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

Management and Board of Director's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and its associate company, which is a company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and its associate company which is a company incorporated in India.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

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



Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 1 associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of the company incorporated in India. Our opinion is not modified in respect of this matter.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Geetha Jeyakumar

Partner

Membership No. 029409

UDIN: 24029409BKDEMY2457

Place: Dindigul

Date: 10 July 2024



Consolidated Balance Sheet as at March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	383.68	319.80
(b) Capital work-in-progress	5	32.38	57.11
(c) Investment Property	4.b	-	10.89
(d) Other intangible assets	6	2.14	0.91
(e) Right-of-use assets	4.a	17.90	18.81
(f) Financial assets			
(i) Investments	7	3.96	3.63
(ii) Other financial assets	8	11.81	10.61
(g) Income tax assets (net)	9	1.35	2.41
(h) Other non-current assets	10	9.22	15.03
Total non-current assets		462.44	439.20
Current assets			
(a) Inventories	11	197.42	126.71
(b) Financial assets			
(i) Investments	12	0.36	-
(ii) Trade receivables	13	61.90	75.34
(iii) Cash and cash equivalents	14	3.40	3.35
(iv) Bank Balance other than (iii) above	15	6.10	5.85
(v) Loans	16	0.54	0.86
(vi) Other financial assets	17	0.27	0.29
(c) Other current assets	18	8.30	9.05
(d) Asset classified as held for sale	19	-	3.05
Total current assets		278.29	224.50
Total Assets		740.73	663.70
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	20	14.25	14.25
(b) Shares pending allotment	20	0.29	-
(c) Other equity	21	190.91	151.80
Total equity		205.45	166.05
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	251.23	239.37
(ii) Lease liability	23	4.46	6.18
(iii) Other financial liability	24	-	2.09
(b) Long term provisions	25	4.02	3.25
(c) Deferred tax liabilities (net)	26	16.78	15.69
Total non-current liabilities		276.49	266.58
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	27	128.28	102.31
(ii) Lease liability	23	1.15	1.59
(iii) Trade payables			
-total outstanding dues of micro and small enterprises	28	5.13	0.89
-total outstanding dues of creditors other than micro and small enterprises	28	91.24	97.55
(iv) Other financial liabilities	29	19.99	15.93
(b) Short term provisions	25	1.36	1.40
(c) Other current liabilities	30	11.64	11.40
Total current liabilities		258.79	231.07
Total Liabilities		535.28	497.65
Total Equity and Liabilities		740.73	663.70

The accompanying notes form an integral part of the financial statements

In terms of our report of even date

For and on behalf of the Board of Directors

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date: 10 July, 2024

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Consolidated Statement of Profit & Loss for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Notes	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Income:			
I Revenue from operations	31	2,027.88	2,099.06
II Other income	32	29.80	7.09
III Total income (I + II)		2,057.68	2,106.15
IV Expenses:			
Cost of materials consumed	33	1,687.02	1,771.64
Purchases of stock-in-trade	34	1.76	20.75
Changes in inventories of finished goods, Work-in-Progress and stock-in-trade	35	4.30	(9.03)
Employee benefits expenses	36	96.06	74.07
Finance costs	37	40.97	34.42
Depreciation and amortisation expense	38	47.02	42.54
Other expenses	39	149.40	151.90
Total expenses		2,026.53	2,086.29
V Profit before share of profit of equity accounted investees and tax (III - IV)		31.15	19.86
VI Share of Profits of Associates		0.18	0.19
VII Profit Before Tax (V + VI)		31.33	20.05
VIII Tax Expenses / (Credit):			
- Current tax		5.47	4.76
- Deferred tax charge / (benefit)		(0.98)	2.23
Total Tax Expenses		4.49	6.99
IX Profit for the year (VII - VIII)		26.84	13.06
X Other comprehensive income /(loss) Item that will not be reclassified subsequently to profit or loss			
(a) Re-measurement (loss) / gain on defined benefit obligations		(0.25)	(0.81)
(b) Changes in fairvalue of Investments measured at FVTOCI		-	(0.18)
(c) Income tax effect on above		(0.06)	(0.25)
Total other comprehensive (loss) / income, net of tax		(0.31)	(1.24)
XI Total comprehensive Income for the year		26.53	11.82
XII Earnings Per Equity Share (EPS) (Face value of Rs. 10 each)			
Basic earnings per share (in Rs.)	43	18.84	9.17
Diluted earnings per share (in Rs.)	43	18.47	9.17

The accompanying notes form an integral part of the financial statements

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312



Consolidated Statements of Changes in Equity for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 01, 2022	14.25
Changes in equity share capital during the year	-
Balance at the end of March 31, 2023	14.25
Changes in equity share capital during the year	-
Balance at the end of March 31, 2024	14.25

(B) Shares Pending Allotment

2,91,299 Shares pending allotment amounting to Rs. 0.29 Crores on account of scheme of amalgamation between Pluris Global Holding (India) Limited and Kovil Cereals Private Limited vide order dated June 21, 2024 with effect from appointed date April 01, 2023. (refer note 54.b)

(C) Other Equity

Particulars	Capital Reserve	Capital Reserve on account of merger	Securities Premium Reserve	General Reserve	Retained Earnings	OCI	Total
Balance as at March 31, 2022	0.11	-	1.36	3.55	139.37	(0.24)	144.15
Amalgamation Adjustment (refer note no.54.a)	-	(2.84)	-	-	-	-	(2.84)
Additions/ (deductions) during the year	-	-	-	0.21	(0.21)	-	-
Total Comprehensive Income for the year	-	-	-	-	13.06	(1.24)	11.82
Dividend paid	-	-	-	-	(1.42)	-	(1.42)
Foreign currency translation reserve	-	-	-	-	0.09	-	0.09
Balance as at March 31, 2023	0.11	(2.84)	1.36	3.76	150.89	(1.48)	151.80
Additions on account of Amalgamation (refer note no.54.b)	-	-	-	-	13.86	-	13.86
Additions/ (deductions) during the year	-	-	-	0.21	(0.21)	-	-
Reclassified to retained earnings	-	-	-	-	(0.18)	0.19	0.01
Total Comprehensive Income for the year	-	-	-	-	26.84	(0.31)	26.53
Dividend paid	-	-	-	-	(1.42)	-	(1.42)
Foreign currency translation reserve	-	-	-	-	0.13	-	0.13
Balance as at March 31, 2024	0.11	(2.84)	1.36	3.97	189.91	(1.60)	190.91

The accompanying notes form an integral part of the financial statements

In terms of our report of even date
For M S K A & Associates
 Chartered Accountants
 ICAI Firm Registration No.105047W

GEETHA JEYAKUMAR
 Partner
 Membership No: 029409
Place: Dindigul
Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN
 Chairman & Managing Director
 DIN : 01601589

T.R. SIVARAMAN
 Chief Financial Officer
 Membership No: 023228

MAGESWARI KANNAN
 Joint Managing Director
 DIN : 02107556

V. BALAMURUGAN
 Company Secretary
 Membership No: F12312



Consolidated Statement of Cash Flow for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
A. Cash Flow from Operating Activities		
Profit before tax	31.15	19.86
Adjustments for :		
Depreciation and amortization expenses	47.02	42.54
(Profit) / Loss on sale of property ,plant and equipment (net)	(23.95)	(4.00)
(Profit) / Loss on sale of investments	(0.22)	-
(Gain) / Loss on termination of lease arrangements	(0.23)	-
Interest income	(1.09)	(0.80)
Provision for doubtful debts & advances	-	0.91
Bad debts written off	-	0.11
Provision no longer required written back	(0.09)	-
Unrealised net (gain)/ loss on foreign currency transactions and translations	-	0.64
Rental income from Investment property	(3.28)	(2.17)
Loss on fair valuation of investments carried at FVTPL	0.18	-
Finance cost	40.97	34.42
Operating profit before working capital changes	90.46	91.50
Movement in Working Capital:		
(Increase) / Decrease in Other financial assets	(0.78)	(3.11)
Decrease / (Increase) in Other Non Current Assets	0.12	-
(Increase) / Decrease in Inventories	(70.72)	37.77
Decrease/ (Increase) in Trade receivables	27.97	12.54
Decrease in Other current assets	0.39	10.99
(Increase) / Decrease in Other non current financial assets	(0.25)	-
Increase in Other financial liabilities	0.91	5.76
(Decrease) / Increase in Lease liability	(2.76)	7.77
Increase / (Decrease) in Other current liabilities	0.80	(3.58)
(Decrease) in trade payables	(2.10)	(3.55)
Increase in provision for Gratuity and compensated absences	0.72	0.89
Cash Generated from operations	44.76	156.98
Income tax paid (net of refund)	(4.46)	(6.28)
Net cash flow from operating activities (A)	40.30	150.70
B. Cash Flow from Investing Activities		
Payment for property, plant and equipment and intangible assets	(82.81)	(107.93)
Proceeds from sale of property, plant and equipment and intangible assets	39.29	4.85
(Additions)/Deletions in Right of Use Assets	(1.28)	-
Advance received for Sale of land	(0.56)	0.56
Interest income	1.04	0.80
Purchase of Additional stake in merged entities	-	(5.42)
Purchases of Investments	(0.27)	(0.87)
Disposals of Investments	0.47	-
Rental income on lease arrangements	3.28	2.17
Bank Balance not considered as cash and cash equivalents :		
- Deposits matured (net)	(0.08)	2.11
Net cash used in investing activities (B)	(40.92)	(103.73)



Consolidated Statement of Cash Flow for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
C. Cash flow from Financing Activities		
Proceeds / (Repayment of) from short term borrowings	31.18	(46.89)
Proceeds from long term borrowings	11.88	39.74
Interest paid	(40.97)	(38.78)
Dividend paid	(1.42)	(1.42)
Net cash used in financing activities (C)	0.67	(47.35)
Net (decrease)/increase in Cash and Cash Equivalents (A+B+C)	0.05	(0.33)
Cash and Cash Equivalents at the beginning of the year	3.35	3.68
Cash and Cash Equivalents at the end of the year	3.40	3.35

Notes:

- The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".
- Components of cash and cash equivalents,

Balances with banks - in current accounts	3.27	3.26
Cash on hand	0.13	0.09
	3.40	3.35

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312

Notes to the Consolidated Financial Statements

1. Notes to the Financial statements

Group Background

Naga Limited ("Company"/ "Naga") is a public limited company incorporated in India under the Companies Act, 1956 and is domiciled in India. Its Registered Office is located at No 1, Anna Pillai Street, Chennai- 600001 and the Corporate Office at No 1, Trichy Road, Dindigul-624005. The Company's Equity Shares which were listed in the Metropolitan Stock Exchange of India till 31.03.2021, were delisted with effect from 16.04.2021. The Company is engaged in the manufacture of Wheat Products, Minerals, Detergents and in Power Generation. The plants of the Company are located in various places in and around Dindigul and its Power Generating windmills are located in Coimbatore, Dharapuram, Theni and Tirunelveli.

Naga Limited, together with its subsidiaries and an associate is hereinafter referred to as the Group. The Group's consolidated financial statements were approved by the Group's Board of Directors on July 10, 2024.

The company's subsidiaries are involved in business of trading of wheat and its associate is involved in the business of non-banking and financial services.

2. Material Accounting Policies and key accounting estimates and judgments

Material Accounting Policies

2.1 Statement of Compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

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2.2 Basis of Consolidation

Naga Limited consolidates entities which it owns or controls. The Consolidated financial statements comprise the financial statements of the Company, its subsidiaries and its associate as disclosed in Note 53.

Control and significant influence is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Company in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Company's' returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Consolidated Financial Statements. The entity is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

Subsidiaries are entities controlled by the Company. Associates are entities over which the Company exercise significant influence but does not control.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the noncontrolling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

An investment in an associate is initially recognised at cost on the date of the investment, in the Balance Sheet. The proportionate share of the Group in the net profits /losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method'). All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company and its subsidiaries are eliminated in full on consolidation.

2.3 Basis of Preparation and Compliance

The consolidated financial statements are prepared in accordance with the historical cost convention except for certain items that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below. These financial statements are prepared on a "going concern" basis using accrual concept except for the cash flow information. Historical cost is generally based on fair value of the consideration given in exchange for goods and services. 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, regardless of whether that price is directly observable or estimate using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the assets or liabilities at the measurement date assuming the market participants act in their economic best interest.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, as described hereunder:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

Functional currency of the Company is determined as Indian National Rupee (INR).

2.3 Presentation and Disclosure of Financial Statements

An asset or liability is classified as Current if it satisfies any of the following conditions:

- (a) The asset or liability is expected to be realized / settled in the Company's normal operating cycle;
- (b) The asset is intended for sale or consumption in the Company's normal operating cycle
- (c) The asset or liability is held primarily for the purpose of trading;
- (d) The asset or liability is expected to be realized / settled within twelve months after the reporting period;
- (e) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- (f) In case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as Non-Current. For the purposes of Current / Non- Current classification, the Company has reckoned its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets or inventories for processing and their realization in cash or cash equivalents.

Deferred Tax assets and liabilities are classified as Non-Current. Advances given towards acquisition of fixed assets, outstanding at each Balance Sheet date, are disclosed as other Non-current assets.

Material Accounting Policy

2.4 Property, Plant and Equipment (PPE)

Property, Plant and Equipment are tangible items that:

- (a) Are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- (b) Are expected to be used for more than one period.

The cost of an item of Property, Plant and Equipment shall be recognised as an asset if and only if:

- (a) It is probable that future economic benefits associated with the item will flow to the entity; and
- (b) The cost of the item can be measured reliably.

An item of PPE that qualifies for recognition as an asset is measured on initial recognition at cost. PPEs are carried at its cost less accumulated depreciation and accumulated impairment losses.

(i) The cost of an item of PPE comprises of purchase price, taxes and duties net of input tax credit entitlement and other items directly attributable to the cost of bringing the asset to its working condition for its intended use. Trade discounts and rebates are deducted. Cost includes cost of replacing a part of a PPE if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery or employee costs are capitalized under relevant heads of PPE if the recognition criteria are met. Borrowing cost (net of interest earned on temporary investments of those borrowings) directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of the assets till the assets are substantially ready for its intended use.

(ii) Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at Cost. Costs in the nature of repairs and maintenance are recognized in the statement of Profit or Loss as and when incurred. All upgradation / enhancements are charged off as revenue expenditure unless they bring significant additional benefits.

(iii) Capital advances and Capital Work-in-Progress Advances given towards acquisition of Property, Plant & Equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets. Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as Capital Work-in-Progress. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

(iv) Depreciation of PPE Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on written down value (WDV) method in respect of Soaps & Detergents Division at Vendasandur and under the straight line method in respect of other divisions. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

(v) Estimated useful lives of the assets are as follows:

Assets	Years
Factory, Buildings and Roads	10 - 30
Electrical and Installations	5 - 10
Plant and Equipment	1 - 15
Vehicles	1 - 15
Desktop Computers & Laptops	1 - 10
Furniture and Fixtures	1 - 10
Office Equipments	1 - 10
Solar and Wind Power Generation Plant	22

Assets costing Rs. 5,000/- and below are depreciated in full within the Financial Year.

2.5 Intangible Assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life is reviewed annually with the effect of any changes in estimate being accounted for on a prospective basis.

2.6 De-recognition of tangible and intangible assets

An item of tangible and intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the Asset. Any gain or loss arising on the disposal or retirement of an item of tangible and intangible assets is determined as the difference between the sale proceeds, if any, and the carrying amount of the asset and is recognised in the Statement of Profit or Loss.

2.7 Revenue Recognition

(a) Sale of products

Revenue is recognised at a point in time upon transfer of control of the products to customers i.e., when the products are delivered to the common carrier, in an amount that reflects the consideration that the Company expects to receive in exchange for those products.

The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the actual underlying performance obligation that corresponds to the progress by the customer towards earning the discount / incentive.

2.8 Inventories

Inventories including traded goods are valued at lower of cost and net realizable value. Materials and other items intended for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated or expected to be sold at or above cost. Cost includes taxes and duties (other than taxes and duties for which input tax credit is available), freight and other direct expenses. Stocks of Raw materials, Stores & Spares and chemicals are valued at cost on First in First Out. Finished Goods / Stock-in-Progress are valued at lower of cost and net realisable value and cost includes material, direct labour, overheads (other than selling and administrative overheads) incurred in bringing the inventory to their present location and condition. Net realizable value is the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale.

2.9 Leases

As Lessee:

The Company assesses whether a contract contains a lease at the inception of a contract. Certain lease contracts include the options to extend or terminate the lease before the end of the lease term. The leases are recognized as a right-of-use asset with a corresponding lease liability at the date on which the leased asset is available for use by the Company as a lessee except for payments associated with short term leases (lease term of 12 months or less) and low value leases, which are recognized as an expense as and when incurred.

The Right-of-Use assets are initially recognized at cost comprising initial lease liability which include lease payments made on or before the commencement date and discounted future less payments. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related Right-of-Use assets if the Company changes its assessment as to whether it will exercise an extension or a termination option. Right-of-Use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the asset. Lease liabilities have been separately presented in the balance sheet and lease payments have been classified as financing cash flow in the cash flow statement.

2.10 Employee Benefits

(a) Short term employee benefits

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

(b) Post-employment benefits

(i) Defined Contribution Plan

Payments to Defined Contribution Retirement Benefit Plans are recognised as an expense when employees have rendered service entitling them to the contributions. Contributions to Provident Fund and Superannuation Fund are treated as Defined Contribution Plans, since funded with Provident Fund Commissioner (as per the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952) and Life Insurance Corporation of India, respectively.

(ii) Defined Benefit Plans

The company uses the Projected Unit Credit Method for actuarial valuations at each reporting date to determine defined benefit obligations. The obligations are the present value of benefits minus plan assets. Any surplus is recognized as a defined benefit asset, reflecting potential refunds or reduced future contributions. Gratuity and Retirement Benefits are treated as Defined Benefit Plans. Current service costs, past service costs, and net interest on the liability/asset are recorded in the Statement of Profit and Loss. Actuarial gains/losses and returns on plan assets are recognized in Other Comprehensive Income and adjusted against retained earnings. The liability is classified as current or non-current based on actuarial valuations, but all gratuity liabilities for employees (excluding Directors) are considered current as they will be funded within twelve months.

(c) Other Long-term Employee Benefits

As per policy of the Company, compensated absences are not accumulated.

2.11 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized 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. When a provision is measured using the cash flows estimated to settle the present obligations, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

2.12 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Statement of Profit and Loss (FVTPL) are recognized immediately in Statement of Profit and Loss.

2.13 Financial Assets

(a) Classification of Financial Assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost.

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. All other financial assets are subsequently measured at fair value.

(b) Investment in Equity Instruments

Investments in Equity Instruments in Subsidiaries and associates:

The Company has elected to carry investment in equity instruments in subsidiaries and associates at cost in accordance with paragraph 10 of Ind AS 27- Separate Financial Statements.

(c) 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 on financial assets.

(d) Derecognition of Financial Assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109, a financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires. Concomitantly, if the asset is one that is measured at

- (a) Amortised cost, the gain or loss is recognized in the Statement of Profit and Loss.
- (b) Fair value through Other Comprehensive Income, the cumulative fair value adjustments previously taken to Reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is classified within equity.

2.14 Financial Liabilities and Equity Instruments

(a) Financial Liabilities

All financial liabilities are initially recognized at the value of respective contractual obligations. Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the "Finance costs" line item.

(b) De-recognition of Financial Liabilities

A financial liability is derecognized 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 modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

2.15 Cash Flow Statement

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

2.16 Taxes on Income

Taxes on income comprise of Current Tax and Deferred Tax.

(a) Current Tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from “profit before tax” as reported in the statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years (temporary difference) and items that are never taxable or deductible (permanent difference) under the Income Tax Act, 1961. Current tax is measured using tax rates and tax laws enacted during the reporting period together with any adjustment to tax payable in respect of previous years.

(b) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit under the Income Tax Act, 1961.

Deferred tax liabilities are recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the accounting profit nor the taxable profit, deferred tax liabilities are not recognized.

Deferred tax assets are recognized for all deductible temporary differences to the extent it is probable that future taxable profits will be available against which those deductible temporary differences can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

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

Deferred tax assets and liabilities are measured at the tax rates that have been 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. MAT Credit Entitlement is in the form of unused tax credits and is accordingly grouped under Deferred Tax Assets.

(c) Current and Deferred Tax

Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognized in Other Comprehensive Income or directly in equity respectively.

2.17 Events after reporting period

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

2.18 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

3. Key Accounting Estimates and Judgements

3.1 Use of Estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

3.2 Key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

(a) Fair value measurement and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation.

The Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

(b) Useful life of Property, Plant and Equipment

The Company reviews the estimated useful lives of Property, Plant and Equipment at the end of each reporting period. During the current year, there has been no change in useful life considered for the assets.



(c) Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

4. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.





4. Property, Plant and Equipment (PPE)

Particulars	Land	Buildings	Plant and Equipment	Electrical Installation	Furniture & fixture and Other Assets	Computer	Vehicles	Windmill / Solar	Total
Gross Block:									
Balance as at April 01, 2022	38.16	65.43	269.68	23.49	1.30	4.48	21.01	38.29	461.84
Amalgamation Adjustments (refer note no.54.a)	6.09	4.85	1.09	0.15	-	-	0.30	9.46	21.94
Additions	2.21	13.58	33.72	2.58	3.38	0.75	2.16	-	58.38
Asset reclassified as held for sale (refer note no.19)	(1.87)	(1.81)	-	-	-	-	-	-	(3.68)
Disposals	(0.08)	(1.41)	(4.19)	(0.45)	-	(0.19)	(0.32)	-	(6.64)
Balance as at April 01, 2023	44.51	80.64	300.30	25.77	4.68	5.04	23.15	47.75	531.84
Additions	0.05	11.23	77.86	1.78	2.42	0.52	1.61	15.01	110.48
Disposals	(0.59)	(3.32)	(0.20)	-	-	-	(1.17)	-	(5.28)
Balance as at March 31, 2024	43.97	88.55	377.95	27.55	7.10	5.56	23.59	62.76	637.04
Accumulated Depreciation:									
Balance as at April 01, 2022	-	11.97	124.79	12.62	0.57	2.70	12.65	12.82	178.12
Charge for the year	-	3.16	29.48	2.00	0.49	0.31	2.24	2.66	40.34
Asset reclassified as held for sale (refer note no. 19)	-	(0.63)	-	-	-	-	-	-	(0.63)
Disposals	-	(1.07)	(3.89)	(0.43)	-	(0.19)	(0.21)	-	(5.79)
Balance as at April 01, 2023	-	13.43	150.38	14.19	1.06	2.82	14.68	15.48	212.04
Charge for the year	-	3.49	31.39	2.39	1.28	0.52	2.38	3.40	44.85
Disposals	-	(2.40)	(0.17)	-	-	0.00	(0.97)	-	(3.53)
Balance as at March 31, 2024	-	14.52	181.60	16.58	2.34	3.35	16.09	18.88	253.36
Net Block :									
Carrying amount as at March 31, 2023	44.51	67.21	149.92	11.58	3.62	2.22	8.47	32.27	319.80
Carrying amount as at March 31, 2024	43.97	74.03	196.35	10.97	4.76	2.22	7.50	43.88	383.68

Notes:

4.1 The Company has availed borrowings from Banks which carry charge over the assets of the Company (Refer Note No 50.a for Securities pledged against loan).

4.2 Refer Note No. 46.b for Disclosure of Contractual Capital Commitments for the acquisition of Property, Plant and Equipment.

4.3 The amount of borrowing costs capitalised during the year ended March 31, 2024 was Rs.4.16 Cr (PY : Rs.4.34 Cr). The Company has applied capitalisation rate of 9.50% which is average cost of capital of the company.

4.4 The amount of employee cost capitalized during the year ended March 31, 2024 was Rs.175 Cr (PY : Rs.1.84 Cr).

4.5 Additions in capital expenditure incurred during the year ended March 31, 2024 was Rs.1.09 Cr (PY : Rs.2.65 Cr) at Company's in-house R&D facilities at Dindigul are eligible for deduction under section 35(2AB) of the Income Tax Act, 1961.

4.6 Additions in capital expenditure incurred during the year ended March 31, 2024 was Nil (PY : Rs.0.40 Cr) at Company's in-house R&D facilities at Dindigul are eligible for deduction under section 35(1)(iv) of the Income Tax Act, 1961.

4.7 The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

4.a. Right of Use Assets

Particulars	Right of Use Assets		Total
	Leasehold Land	Retail Outlets	
Gross Block:			
Balance as at April 01, 2022	7.23	-	7.23
Additions	4.56	8.56	13.12
Disposals	-	-	-
Balance as at April 01, 2023	11.79	8.56	20.35
Additions	1.78	1.99	3.77
Disposals / De-reognition	-	(4.09)	(4.09)
Balance as at March 31, 2024	13.57	6.46	20.03
Accumulated Amortization:			
Balance as at April 01, 2022	-	-	-
Charge for the year	0.38	1.16	1.54
Disposals	-	-	-
Balance as at April 01, 2023	0.38	1.16	1.54
Charge for the year	0.44	0.97	1.41
Disposals / De-reognition	-	(0.82)	(0.82)
Balance as at March 31, 2024	0.82	1.31	2.13
Net Block:			
Carrying amount as at March 31, 2023	11.41	7.40	18.81
Carrying amount as at March 31, 2024	12.75	5.15	17.90

4.b. Investment Property

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount of Investment Property	-	10.89
Total	-	10.89
Cost or Deemed Cost:		
Balance at the beginning of the year	11.58	10.61
Additions	-	0.97
Disposal	(11.58)	-
Balance at the end of the year	-	11.58
Accumulated depreciation:		
Balance at the beginning of the year	0.69	0.34
Depreciation for the year	0.35	0.35
Disposal	(1.04)	-
Balance at the end of the year	-	0.69
Net Balance at the end of the year	-	10.89

Information regarding income and expenditure of Investment property

Particulars	As at March 31, 2024	As at March 31, 2023
Rental income derived from investment property (refer note 32)	3.28	2.17
Profit arising from investment properties before depreciation and indirect expenses	3.28	2.17
Less – Depreciation	(0.35)	(0.35)
Profit arising from investment properties before indirect expenses	2.93	1.82
Less – Indirect expenses	(0.07)	(0.07)
Profit from investment property	2.86	1.75

5. Capital Work in Progress (CWIP)
As at March 31, 2024
a. CWIP ageing schedule

Particulars	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Projects in Progress	28.92	1.32	0.58	1.56	32.38
Projects temporarily suspended	-	-	-	-	-

b. CWIP completion schedule for whose completion has exceeded original plan has been provided below.

Particulars	To be completed in				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Bakery Division	1.56	-	-	-	1.56
TOTAL	1.56	-	-	-	1.56

As at March 31, 2023
a. CWIP ageing schedule

Particulars	Amount in CWIP for a period of				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Projects in Progress	53.10	0.78	1.67	1.56	57.11
Projects temporarily suspended	-	-	-	-	-

b. CWIP completion schedule for whose completion has exceeded original plan has been provided below.

Particulars	To be completed in				Total
	< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Bakery Division	1.56	-	-	-	1.56
TOTAL	1.56	-	-	-	1.56

6. Other Intangible Assets

Particulars	Other Intangible Assets		Total
	Software	Trade Mark (Refer note 1 below)	
Gross Block:			
Balance as at April 01, 2022	1.77	0.26	2.03
Additions	0.03	0.05	0.08
Disposals	-	-	-
Balance as at April 01, 2023	1.80	0.31	2.11
Additions	1.56	0.10	1.66
Disposals	(0.03)	-	(0.03)
Balance as at March 31, 2024	3.33	0.41	3.74
Amortization:			
Balance as at April 01, 2022	0.90	-	0.90
Charge for the year	0.30	-	0.30
Disposals	-	-	-
Balance as at April 01, 2023	1.20	-	1.20
Charge for the year	0.41	-	0.41
Disposals	(0.01)	-	(0.01)
Balance as at March 31, 2024	1.60	-	1.60
Net Block:			
Carrying amount as at March 31, 2023	0.60	0.31	0.91
Carrying amount as at March 31, 2024	1.73	0.41	2.14

Notes:

6.1 Trade Marks with carrying amount of Rs. 0.41 crores has been considered as intangible with indefinite useful life as there are no technical, technological or contractual limitations for the trade marks based on management assessment on March 31, 2024

6.2 The management has tested for impairment of trade marks as of March 31, 2024 and concluded no impairment to be recognized during the year.



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
7. Financial assets - Non-current investments		
Trade Quoted		
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)		
400 (PY : 400) equity shares of Rs.10 each fully paid-up in Indian Overseas Bank	0.01	0.00
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)		
Nil (PY : 4431) Equity Shares of Rs.10/- each fully paid-up in Life Insurance Corporation Of India	-	0.25
Trade Unquoted		
Investments in Associate Companies (At Cost)		
2,68,897 (PY : Nil) Equity Shares of Rs.10/- each fully paid-up in Lakme Investment and Finance Limited (refer note 7.2)	0.45	-
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)		
43,670 (PY : 43,670) Equity Shares of Rs.10/- each fully paid-up in Mojro Technologies Private Limited	1.57	1.57
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)		
18,00,000 (PY : 18,00,000) Equity Shares of Rs.10/- each fully paid-up in Nellai Renewables Private Limited	1.80	1.81
3,955 (PY : Nil) Equity Shares of Rs.100/- each fully paid-up in Mageswari Enterprises Private Limited (Formerly known as "M.M.Detergents Company Private Limited") (refer note 7.3)	0.13	-
416 (PY : 416) Equity Shares of Rs.100/- each fully paid-up in AR VE EM Energy Private Limited	0.00	0.00
1800 (PY : 1800) Equity Shares of Rs.10/- each fully paid-up in Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Pvt Ltd")	0.00	0.00
Total equity instruments (a)	3.96	3.63
Aggregate amount of quoted investments	0.01	0.25
Aggregate cost of unquoted investments	3.95	3.38
Category wise Non-Current investments		
Financial Assets measured at cost	0.45	-
FVTPL	1.58	1.57
FVTOCI	1.93	2.06

Notes:

7.1 Company has closed its subsidiary M/s. Naga Mills Private Limited and filed liquidation petition dated 30th August, 2023 with Govt. of Bangladesh. Govt. approval was obtained on 26th December, 2023 and the Company has extinguished its investment resulting in recognition of impairment loss of Rs. 0.19 crores in FY 2023-24.

7.2 Company has acquired investment in M/s. Lakme Investment and Finance Limited to the extent of 32.61% shareholding by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 54.b)

7.3 Company has acquired investment in M/s. Mageswari Enterprises Private Limited (Formerly Known as "M.M.Detergents Company Private Limited") to the extent of 6.26% shareholding by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 54.b)

7.4 Values are shown as zero due to rounded off being lesser value.



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
8. Other financial assets		
(Unsecured, considered good)		
Measured at amortised cost		
Security Deposits	6.23	5.30
Rent deposits	2.77	2.58
Bank deposits maturing after 12 months from the reporting date (refer note 8.1)	2.81	2.73
Total	11.81	10.61

8.1 Represents balances with banks that are restricted from being exchanged or used to settle a liability for more than 12 months from the balance sheet date.

9. Income Tax Assets (Net)

Advance income-tax (net of provision for tax of Rs.5.47 Cr)(PY:Rs.4.76 Cr)

1.35 2.41

Total

1.35 **2.41**

10. Other non-current assets

(Unsecured, considered good)

Capital advances

8.02 13.72

Statutory and other deposits

1.20 1.31

Total

9.22 **15.03**

11. Inventories

(At Lower of cost and Net realisable value)

Raw Materials

139.89 66.54

Raw materials-in-transit

- 1.19

Work-in-progress

2.02 8.42

Finished goods

31.52 28.73

Finished goods-in-transit

2.50 3.22

Packing materials

9.67 8.33

Stores and spares

11.82 10.28

Total

197.42 **126.71**

11.1 For method of valuation please refer note no 2.8. Please refer Note 50.a for security created on Inventories.

12. Financial Assets - Current

(i) Investments (through FVTPL)

Gitanjali Gems Limited (2500 Shares)

0.00 -

BSE Limited (1380 Shares)

0.35 -

Opto Circuits India Limited (1000 Shares)

0.00 -

Nippon India Vision Fund (G) (170 Units)

0.01 -

SBI Magnum Global Fund 94 (G) (371 Units)

0.00 -

Total

0.36 **-**

12.1 Company has acquired current investments amounting to Rs. 0.36 Crores by scheme of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024. (refer note 54.b)

12.2 Values are shown as zero due to rounded off being lesser value.


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

13. Financial Assets - Current : Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Secured, considered good	-	-
- Unsecured, considered good	61.90	75.34
- Unsecured, Credit impaired	1.42	1.51
	63.32	76.85
Less: Allowance for credit impairment	(1.42)	(1.51)
Total Trade Receivables	61.90	75.34

Breakup of Trade Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
- From Others	61.90	75.34
- From Related Parties (refer note 53)	-	-

Reconciliation of Provision / Impairment for Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance as at beginning of the year	1.51	0.60
Created during the year	-	0.91
Reversed during the year	(0.09)	-
Closing Balance as at end of the year	1.42	1.51

Trade receivables Ageing Schedule
As on 31st March 2024

Particulars	Not Billed	Not Due	< 6 months	6 months to 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed								
- Trade Receivables								
- considered good	8.55	32.46	15.94	1.89	1.71	0.71	0.64	61.90
- Trade Receivables								
- Credit impaired	-	-	-	0.10	0.28	0.33	0.71	1.42
	8.55	32.46	15.94	1.99	1.99	1.04	1.35	63.32
Less: Allowance for credit Impairment	-	-	-	(0.10)	(0.28)	(0.33)	(0.71)	(1.42)
Total Trade Receivables	8.55	32.46	15.94	1.89	1.71	0.71	0.64	61.90

As on 31st March 2023

Particulars	Not Billed	Not Due	< 6 months	6 months to 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed								
- Trade Receivables								
- considered good	12.28	46.76	11.33	2.04	2.25	0.27	0.41	75.34
- Trade Receivables								
- Credit impaired	-	-	-	-	0.35	0.56	0.60	1.51
	12.28	46.76	11.33	2.04	2.60	0.83	1.01	76.85
Less: Allowance for credit Impairment	-	-	-	-	(0.35)	(0.56)	(0.60)	(1.51)
Total Trade Receivables	12.28	46.76	11.33	2.04	2.25	0.27	0.41	75.34

13.1 Trade receivables are non-interest bearing and generally have credit period of 30 days. No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. There are no trade or other receivables which are due from firms or private companies respectively in which any director is a partner, a director or a member. For explanations on company's credit risk management process. (refer note 49.3)



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
14 Cash and cash equivalents		
- Cash- on- Hand	0.13	0.09
- Balances with Banks In Current Account	3.27	3.26
Total	3.40	3.35
15 Bank Balance other than cash and cash equivalents		
In fixed deposits		
In Margin money with Banks Maturing within 12 months from the reporting date	6.09	5.83
In Earmarked Accounts		
Unpaid Dividend Account	0.01	0.02
Total	6.10	5.85
15.1 The Company has deposited towards margin money for short term borrowings and non-fund limits.		
16 Loans		
(Unsecured, considered good)		
Measured at amortised cost		
Loans and advances to employees	0.54	0.86
Total	0.54	0.86
17 Other current financial assets		
(Unsecured, considered good)		
Measured at amortised cost		
Interests accrued but not due	0.28	0.23
MTM Assets on derivative contracts not designated through cash flow hedge	-	0.06
Total	0.28	0.29
18 Other current assets		
(Unsecured, considered good)		
Advance to suppliers	3.46	3.75
Balances with Government authorities	-	1.08
Prepaid expenses	4.84	4.22
Total	8.30	9.05
19 Asset re-classified as held for sale		
<u>Gross value of asset held for sale:</u>		
Land	-	1.87
Buildings	-	1.81
<u>Accumulated depreciation of asset held for sale:</u>		
Land	-	-
Buildings	-	(0.63)
Net book value of asset held for sale	-	3.05



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

20 Equity Share Capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital 4,52,60,000 Equity Shares of Rs. 10/- each	45,260,000	45.26	43,600,000	43.60
	45,260,000	45.26	43,600,000	43.60
Issued, Subscribed and fully paid up Share Capital 1,42,48,000 Equity Shares of Rs. 10/- each fully paid	14,248,000	14.25	14,248,000	14.25
	14,248,000	14.25	14,248,000	14.25

Notes:

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the year	14,248,000	14.25	14,248,000	14.25
Outstanding at the end of the year	14,248,000	14.25	14,248,000	14.25

(b) Details of shares held by each shareholder holding more than 5% shares of the total share capital

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sri. K.S. Kamalakannan	7,252,637	50.90%	7,252,377	50.90%
Smt. Mageswari Kannan	2,563,538	17.99%	2,563,538	17.99%
Sri. Sounder Kannan	1,317,327	9.25%	1,317,327	9.25%
M/s. Mageswari Enterprises Private Limited (Formerly Known as "M.M.Detergents Company Pvt., Ltd.,")	1,633,460	11.46%	1,633,460	11.46%
Smt. Lakshmi Vijayanand	857,152	6.02%	857,152	6.02%

(c) Terms/Rights attached to Equity Shares

The equity shares of the Company having par-value of Rs. 10/- per share rank pari-pasu in all respects including voting rights, dividend entitlement and repayment of capital.

(d) Details of shares held by Promoters

Name of the Promoters	As at March 31, 2024			As at March 31, 2023		
	No. of shares held	% of Holding	% Change during the year	No. of shares held	% of Holding	% Change during the year
Sri. K.S. Kamalakannan	7,252,637	50.90%	0.00%	7,252,377	50.90%	0.00%
M/s. K.S. Kamalakannan HUF	34,700	0.24%	0.00%	34,700	0.24%	0.00%
Smt. Mageswari Kannan	2,563,538	17.99%	0.00%	2,563,538	17.99%	0.59%
Sri. Sounder Kannan	1,317,327	9.25%	0.00%	1,317,327	9.25%	0.00%
M/s. Sounder Kannan HUF	37,800	0.27%	0.00%	37,800	0.27%	0.00%
Smt. Monaa Kannan	142,480	1.00%	0.00%	142,480	1.00%	0.00%
Sri. D. Vijay Anand	142,480	1.00%	0.00%	142,480	1.00%	0.00%
Smt. Lakshmi Vijayanand	857,152	6.02%	0.00%	857,152	6.02%	0.00%
Ms. M. Jayalalitha	142,906	1.00%	0.00%	142,906	1.00%	0.00%
M/s. Mageswari Enterprises Private Limited (Formerly Known as "M.M.Detergents Company Pvt., Ltd.,")	1,633,460	11.46%	0.00%	1,633,460	11.46%	0.00%
	14,124,480	99.13%	0.00%	14,124,220	99.13%	0.59%

(e) Shares Pending Allotment

2,91,299 Shares pending allotment amounting to Rs. 0.29 Crores on account of scheme of amalgamation between M/s. Pluris Global Holding (India) Limited and M/s. Kovil Cereals Private Limited vide order dated June 21, 2024 with effect from appointed date April 01, 2023. (refer note 54.b)



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

21 Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
a) Capital Reserves	0.11	0.11
b) Capital Reserves on account of Amalgamation	(2.84)	(2.84)
c) Securities Premium Account	1.36	1.36
d) General Reserve	3.97	3.76
e) Profit and Loss Account	189.91	150.90
f) Other Comprehensive Income	(1.60)	(1.48)
	190.91	151.80

Particulars	As at March 31, 2024	As at March 31, 2023
a) Capital Reserve		
Balance at the beginning and end of the year	0.11	0.11
b) Capital Reserve on account of Amalgamation		
Balance at the beginning and end of the year	(2.84)	(2.84)
c) Securities Premium Reserve		
Balance at the beginning and end of the year	1.36	1.36
d) General Reserve		
Balance at the beginning of the year	3.76	3.55
Additions during the year	0.21	0.21
Balance at the end of the year	3.97	3.76
e) Retained earnings		
Balance at the beginning of the year	150.90	139.37
Net profit for the year	26.84	13.06
Additions on account of amalgamation	13.86	-
Reclassified from other comprehensive income	(0.18)	-
Transfers to General Reserve	(0.21)	(0.21)
Dividend paid during the year (refer note 21.1)	(1.42)	(1.42)
Balance at the end of the year	0.13	0.09
Foreign currency translation reserve	189.91	150.90
f) Other Comprehensive Income		
Balance at the beginning of the year	(1.48)	(0.24)
Additions during the year	(0.31)	(1.24)
Reclassified from retained earnings	0.19	-
Deductions/Adjustments during the year	-	-
Balance at the end of the year	(1.60)	(1.48)
Total	191.91	151.80

21.1 An interim dividend of 10% on Rs. 10 (face value) per equity of Rs. 1/- each amounting to Rs. 1.42 Crores (PY : Rs. 1.42 Crores) was declared by the Board of Directors at their meeting held on 15th February, 2024 and the same has been paid prior to 15th March, 2024.


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
22 Long Term Borrowings		
a) Secured - At Amortized Cost		
Term loans from Banks	240.92	229.65
Loans from Financial Institutions	3.06	3.29
b) Unsecured - At Amortized Cost		
Loans from Related Parties	7.25	6.43
Total	251.23	239.37

22.1 Refer note 50.b for details regarding long-term borrowings.

22.2 The outstanding excludes current maturities of Long Term Debt. (refer note no.27.c)

22.3 Refer Note 50.a for security details.

22.4 Represents loan availed from related parties @12% p.a, repayable after 12 months.

22.5 Secured by pari-passu charge on inventories & trade receivables and are repayable on demand.

22.6 Secured by personal guarantees of two of the Promoter Directors of the Company.

23 Lease Liability
a. Changes in the lease liability
Balance as at 1 April 2022

Recognised during the year

Interest on lease liability

Lease Payments made during the year

Balance as at 31 March 2023

Recognised during the year

De-recognised during the year

Interest on lease liability

Lease Payments made during the year

Balance as at 31 March 2024

-
8.56
0.67
(1.46)
7.77
1.99
(3.55)
0.60
(1.20)
5.61

Particulars	As at March 31, 2024	As at March 31, 2023
b. Break-up of current and non-current lease liabilities		
Current Lease Liabilities	1.15	1.59
Non-current Lease Liabilities	4.46	6.18
c. Maturity analysis of lease liabilities		
Less than one year	1.15	1.59
One to five years	2.51	3.56
More than five years	1.95	2.62
Total	5.61	7.77
d. Amounts recognised in statement of Profit and Loss account		
Interest on Lease Liabilities	0.60	0.67
Total	0.60	0.67

24 Other financial liabilities
Measured at amortised cost

Security Deposits

Total

-	2.09
-	2.09

25 Provisions
Non Current

Provision for Gratuity - Directors (refer note 51)

Current

Provision for Compensated absences

Provision for Gratuity - Directors (refer note 51)

4.02	3.25
4.02	3.25
1.20	1.28
0.16	0.12
1.36	1.40


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

26 Deferred Tax Liability - Net

Particulars	As at March 31, 2023	Adjustment on account of amalgamation	Recognised in P&L during 2023-24	OCI 2023-24	As at March 31, 2024
As at March 31, 2024					
Deferred Tax Liabilities					
Difference between written down value / Capital Work in Progress of Fixed Assets as per books of accounts and Income Tax Act, 1961.	20.30	-	1.81	-	22.11
Total	20.30	-	1.81	-	22.11
Deferred Tax Assets					
Expenses allowed on payment	0.94	-	0.83	(0.06)	1.71
Expenses allowed on Fair Value change on financial instruments classified under FVTPL	0.21	-	0.02	-	0.23
Provision for doubtful debts	0.39	-	(0.04)	-	0.35
Amortisation of Amalgamation Expenses	-	-	0.04	-	0.04
Total	1.54	-	0.86	(0.06)	2.33
Deferred Tax Liability (Net)	18.76	-	0.95	0.06	19.78
MAT Credit Entitlement	(3.07)	-	0.07	-	(3.00)
Net Deferred Tax Liabilities (Net)	15.69	-	1.02	0.06	16.78

Particulars	As at March 31, 2022	Adjustment on account of amalgamation	Recognised in P&L during 2022-23	OCI 2022-23	As at March 31, 2023
As at March 31, 2023					
Deferred Tax Liabilities					
Difference between written down value / Capital Work in Progress of Fixed Assets as per books of accounts and Income Tax Act, 1961.	19.01	-	1.29	-	20.30
Total	19.01	-	1.29	-	20.30
Deferred Tax Assets					
Expenses allowed on payment	0.85	-	0.34	(0.25)	0.94
Expenses allowed on Fair Value change on financial instruments classified under FVTPL	0.21	-	-	-	0.21
Provision for doubtful debts	0.15	-	0.24	-	0.39
Carry forward losses	0.69	0.83	(1.52)	-	-
Total	1.90	0.83	0.96	(0.25)	1.54
Deferred Tax Liability (Net)	17.11	(0.83)	2.23	0.25	18.76
MAT Credit Entitlement	(3.07)	-	-	-	(3.07)
Net Deferred Tax Liabilities (Net)	14.04	-	2.23	0.25	15.69

Particulars	As at March 31, 2024	As at March 31, 2023
27 Current liabilities - Financial Liabilities:		
Borrowings		
a) Secured - At Amortised Cost	61.14	36.82
Loans repayable on demand from banks (refer note 27.2)		
b) Buyers Credit	6.35	7.97
c) Current Maturities of Long term Borrowings	60.79	57.52
	128.28	102.31

27.1 The loans have been utilized for the purpose for which it were obtained and no short term funds have been used for long term purpose.

27.2 Secured by pari-passu charge on inventories & trade receivables and are repayable on demand.

27.3 Secured by personal guarantees of two of the Promoter Directors of the Company.

Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

28 Current liabilities - Financial Liabilities:
iii. Trade Payables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Total outstanding dues of micro and small enterprises	5.13	0.89
- Total outstanding dues of creditors other than micro and small enterprises	91.24	97.54
Total Trade Payables	96.37	98.43

Trade Payables Ageing Schedule
As on 31st March 2024

Particulars	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	4.63	0.50	-	-	-	5.13
Total outstanding dues of creditors other than micro and small enterprises	74.23	16.47	0.35	0.06	0.12	91.24
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total Trade Payables	78.87	16.97	0.35	0.06	0.12	96.37

As on 31st March 2023

Particulars	Not Due	< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	0.89	-	-	-	0.89
Total outstanding dues of creditors other than micro and small enterprises	70.56	26.75	0.02	0.04	0.17	97.54
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total Trade Payables	70.56	27.64	0.02	0.04	0.17	98.43

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	31-Mar-24	31-Mar-23
(a) Amount remaining unpaid to any supplier at the end of each accounting year:		
Principal	5.13	0.89
Interest	-	-
Total	5.13	0.89
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
29 Current liabilities - Financial Liabilities:		
Other financial liabilities		
At amortized cost		
MTM Liability on Forward Contracts Payable	0.04	-
Security Deposits	3.32	0.13
Payables for acquisition of Property , Plant and Equipment	2.14	1.44
Employee related payables	6.74	6.60
Provision for Expenses	7.73	7.74
Unclaimed /Unpaid dividends	0.01	0.02
	19.99	15.93
30 Other current liabilities		
Advances received for supply of goods	4.98	3.93
Advance received for non-current asset held for sale	-	0.56
Provision for Gratuity - Employees (refer note 51)	0.38	0.35
Statutory dues payable to government authorities	6.29	6.56
	11.64	11.40
31 Revenue from Operations		
Sale of Products		
Manufactured Products		
Wheat and Food Products	1049.30	1022.30
Minerals & Detergents	961.55	1036.44
Traded Goods		
Wheat and Food Products	0.29	20.53
Minerals & Detergents	1.71	0.11
Total Sale of Products	(a) 2012.85	2079.38
Other Operating Income		
Windmill Income	0.15	0.17
Warehousing Charges	1.36	2.74
Sale of scrap	7.90	10.06
Income from Plant & Machinery and Vehicles	5.51	6.21
Export Incentive Income	0.11	0.50
Total other operating income	(b) 15.03	19.68
Total Revenue from Operation	(a+b) 2027.88	2099.06

31.1 Disaggregation of Revenue:

The following table represents the Company's Revenue disaggregated based on timing of transfer at a point in time and over a period of time for the year ended March 31, 2024 and March 31, 2023.

Type of Contracts	Year Ended March 31 , 2024	Year Ended March 31 , 2023
At a point in time	2,027.88	2,099.06
Over a period of time	-	-
Total Revenue Recognised	2,027.88	2,099.06



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

31.2 The following table summarizes the information regarding the Company's receivables, contract assets and liabilities from contracts with customers during the year ended March 31, 2024 and March 31, 2023

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables	53.36	63.06
Un-Billed Revenue	8.55	12.28
Advance from Customers	4.98	3.93

31.3 Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue as per Contracted Price	2,040.92	2,110.34
Adjustments:		
- Discounts and Sales Promotion	(13.04)	(11.28)
Revenue as per Statement of Profit or Loss	2,027.88	2,099.06

32 Other income

Interest Income from Deposits with banks and others	1.09	0.80
Profit on sale of PPE (net) - (refer note 53)	23.95	4.00
Rent Receipts	3.30	2.25
Profit on Sale of Investments	0.33	-
Mark to mark-up gain on forward contracts	-	0.03
Gain on Termination of Leases	0.23	-
Other Misc. Income	0.89	0.01
Total Other Income	29.80	7.09

33 Cost of materials consumed

Wheat and Food Products	826.46	826.94
Minerals & Detergents	860.56	944.70
	1,687.02	1,771.64

34 Purchases of Stock in Trade

Wheat and Food Products	0.25	20.75
Minerals & Detergents	1.51	-
	1.76	20.75

35 Changes in inventories of work-in-progress, stock in trade and finished goods

Opening Stock

Work-in-Progress

Wheat and Food Products	8.42	6.83
Minerals & Detergents	-	-
	8.42	6.83

Finished Goods

Wheat and Food Products	16.03	11.08
Minerals & Detergents	15.89	13.39
	31.92	24.47
(a)	40.34	31.30

Closing Stock

Work-in-Progress

Wheat and Food Products	2.02	8.42
Minerals & Detergents	-	-
	2.02	8.42

Finished Goods

Wheat and Food Products	15.73	16.02
Minerals & Detergents	18.29	15.90
	34.02	31.92
(b)	36.04	40.34
(a) - (b)	4.30	(9.04)

Total changes in inventories



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
36 Employee benefits expenses		
Salaries, wages and bonus	79.95	61.55
Contribution to provident and other funds (refer note 51)	5.53	4.60
Gratuity Expenses (refer note 51)	1.72	1.28
Staff Welfare Expenses	3.85	2.47
Directors' Remuneration	5.01	4.17
Total	96.06	74.07
36.1 Employee benefit expense is net of Employee cost capitalised of Rs.1.75 Cr (PY Rs.1.84 Cr)		
37 Finance Costs		
Interest Paid - Banks	36.82	31.31
- Lease Liability	0.60	0.67
- Financial Institution	0.33	-
- Buyers Credit	1.17	0.58
- Others	0.98	0.85
Other Borrowing Cost	1.07	1.01
Total	40.97	34.42
37.1 Finance cost is net of Interest capitalised of Rs. 4.16 Cr (PY Rs. 4.34 Cr)		
38 Depreciation and amortization expense		
Depreciation of Property, plant and equipment	44.85	40.35
Depreciation of Investment Property	0.35	0.35
Amortization of Intangible assets	0.41	0.30
Amortization of Right of use assets	1.41	1.54
Total	47.02	42.54
39 Other expenses		
Manufacturing Expenses		
Production Expenses	18.71	18.94
Power and Fuel (net of captive consumption)	17.29	22.13
Repairs to Machinery	13.17	13.47
Laboratory Expenses	3.09	3.27
Total	(A) 52.27	57.81
Selling and Distribution Expenses		
Advertisement	3.16	6.98
Brokerage and Commission	2.09	1.17
Discount & Claims and Settlement	0.13	3.28
Sales Promotion	4.99	3.74
Freight and Handling	43.63	39.55
Total	(B) 54.01	54.72
Establishment Expenses		
Repairs and Maintenance - Buildings	1.55	2.04
Repairs and Maintenance - Others	4.66	4.21
Bank Charges and Commission	0.67	0.43
Loss on Foreign Currency Fluctuation	-	0.64
Provision for doubtful debts	0.09	0.91
Bad debts written Off	-	0.11
Printing & Stationery and Communication	1.45	1.63
Professional Charges	4.77	4.19
Payments to auditors (refer note 40)	0.23	0.20
Directors' Sitting Fees	0.05	0.04
Donations	0.43	0.28
Travelling Expenses	10.88	6.92
Insurance, Rates, Licence and Taxes	6.14	5.54
Rent & Electricity	5.94	7.54
CSR Expenses (refer note 41)	0.60	0.47
Windmill Expenses	3.65	2.33
Loss arising on write-off of investments	0.19	-
Miscellaneous Expenses (refer note 39.1)	1.83	1.89
Total	(C) 43.12	39.37
Total Other Expenses	(A+B+C) 149.40	151.90
39.1 Miscellaneous expenses consists of Security Charges, Pooja Expenses & Subscription Expenses.		



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

40 Payment to Auditors

As statutory Auditors:

Statutory Audit Fees	0.15	0.15
Tax audit fees	0.01	0.01
Fees for other services	0.05	0.04
Reimbursement of Expenses	0.02	-
	0.23	0.20

41 Expenditure on Corporate Social Responsibility (CSR)

a) Gross amount required to be spent on Corporate Social Responsibility during the year

(i) Brought Forward	(1.27)	(1.74)
(ii) During the year	0.60	0.47
	(0.67)	(1.27)

b) Amount spent during the year

(i) Construction and/ or acquisition of any asset	-	-
(ii) Other purposes [other than (i) above]	-	-
	-	-

c) Closing amount over spent as at March 31, 2024

	(0.67)	(1.27)
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42 Income tax expense

"(a) Major Components of Income Tax Expenses

Current tax"

Current tax on the Taxable Income for the year	5.47	4.76
	5.47	4.76

Deferred tax

Deferred Tax Liabilities (refer note 26)	0.95	2.23
MAT Credit availed	(1.93)	-
	(0.98)	2.23

Income tax expense

	4.49	6.99
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"b) Reconciliation of Tax Expense and the Accounting

Profit for the year is as under:"

Enacted income tax rate in India applicable to the Company	17.47%	25.17%
Profit Before Tax	31.15	19.86
Current tax expense on profit before tax at the enacted Income Tax rate in India	5.47	5.00
Unused tax credits	(1.92)	-
Tax effect of the amounts which are not deductible/(taxable) in calculated taxable income	3.47	-
Effect on differential tax rate for fair value changes on financial instruments	(3.32)	-
Effect on account of amalgamation (refer note 54.b)	-	-
Others	0.79	1.99
Income tax expense	4.49	6.99

43 Earnings per share (EPS)

Net Profit after tax for the year	26.84	13.06
Basic earnings per share (Rs.10)		
Weighted average no. of ordinary shares outstanding	1.42	1.42
Nominal value of ordinary shares (Rs. Per share)	10.00	10.00
Basic earnings for ordinary shares (in Rs. Per share)	18.84	9.17
Diluted earnings per share (Rs.10)		
Weighted average no. of ordinary shares outstanding	1.45	1.42
Nominal value of ordinary shares (Rs. Per share)	10.00	10.00
Diluted earnings for ordinary shares (in Rs. Per share)	18.47	9.17



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

44 Foreign exchange earnings & Expenditure

Foreign exchange earnings	0.07	8.05
Foreign exchange Expenditure	26.23	34.96

45 Expenditure in foreign currency

Interest	0.60	0.63
Professional / Technical Fees	0.49	2.15
Total	1.09	2.78

46 Contingent liabilities and Commitments

a) Contingent Liability

Particulars	As at March 31, 2024	As at March 31, 2023
1. Disputed Electricity Tax-Pending before Hon'ble Supreme Court	1.27	1.00
2. Disputed Electricity Tax-Pending before Hon'ble Madras High Court	0.09	0.10
3. Deemed Demand (Power Purchase) pending before Hon'ble Madras High Court	0.17	0.17
4. Disputed PF payables pending before Hon'ble Madras High Court	0.91	0.91
5. Export obligations pending to be completed	6.08	-

In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. The Company is contesting these demands and the Management, including its advisors, believe that its position will likely be upheld in the appellate process.

No expense has been accrued in the stand alone financial statements for the demands raised. The Management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

b) Commitments

Particulars	As at March 31, 2024	As at March 31, 2023
1. Estimated amount of Contracts remaining to be executed on Capital account not provided for	18.07	9.75

47 Operating Segments

a. The Company is focused on the following business segments: Foods and Windmills, Minerals and Detergents. Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments. The accounting principles used in the preparation of the financial results are consistently applied to record revenue and expenditure in individual segments.

b. Segment result represents the profit before interest and tax earned by each segment without allocation of administrative costs and other income.



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Segment Revenue:		
(a) Foods & Windmill	1,061.98	1,060.26
(b) Minerals & Detergents	965.90	1,038.80
(c) Unallocated Income	-	-
Net Income from Operations	2,027.88	2,099.06
Segment Results:		
(a) Foods & Windmill	29.24	40.38
(b) Minerals & Detergents	37.37	26.24
Total	66.61	66.62
Less : Interest & Finance Charges	40.97	34.42
Add : Other net unallocable Income / (Expenses)	5.70	(12.15)
Total Profit Before Tax	31.34	20.05
Segment Assets:		
(a) Foods & Windmill	544.20	423.53
(b) Minerals & Detergents	169.07	190.97
(c) Unallocated Assets	27.46	49.20
Total Segment Assets	740.73	663.70
Segment Liabilities:		
(a) Foods & Windmill	399.73	321.44
(b) Minerals & Detergents	109.26	122.18
(c) Unallocated Liabilities	26.29	54.03
Total Segment Liabilities	535.28	497.65

48 Lease arrangements

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
As Lessor		
The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties.		
Total lease income recognised in the Statement of Profit and Loss	3.28	2.17

49 Financial Instruments

49.1 Capital Management

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. 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, less cash and cash equivalents and other bank balances.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and capital ratios in order to support its business and maximise shareholder value.

The following table summarises the capital of the Company:

Particulars	31 March, 2024	31 March, 2023
a) Equity	205.45	166.05
b) Borrowings	379.50	341.68
c) Less: Cash and Cash equivalents	(3.40)	(3.35)
d) Less: Other Bank Balances	(6.10)	(5.85)
e) Less: Liquid Investments	(0.36)	-
f) Total debt (b+c+d+e)	369.65	332.49
g) Overall financing (a+f)	575.10	498.54
h) Net debt to capital ratio (f/g)	0.64	0.67

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 borrowings in the current year. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2024 and 31 March 2023.


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

49.2 Categories of Financial Instruments

Particulars	31 March, 2024	31 March, 2023
Financial Assets		
Measured at Cost		
a) Investments	0.45	(0.01)
Measured at FVTOCI		
b) Investments	1.93	2.06
Measured at FVTPL		
c) Investments	1.94	1.57
Measured at amortised cost		
d) Trade receivables	61.90	75.34
e) Cash and cash equivalents	3.40	3.35
f) Other Bank Balances	6.10	5.85
g) Other financial assets	12.61	11.76
Financial Liabilities		
Measured at amortised cost		
a) Borrowings (Non-current)	251.23	239.37
b) Borrowings (Current)	128.28	102.31
c) Trade payables	96.37	98.44
d) Lease liabilities	5.61	7.77
e) Other financial liabilities	19.99	18.02

49.3 Financial Risk and Management Objectives

The Company's activities expose it to a variety of financial risks, credit risks, liquidity risks and market risks. The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework. The risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and company's activities. The company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

1. Credit Risks

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company evaluates the concentration with respect to trade receivables considering the sales to top 4 customers which contribute 75% of the revenue.

Trade Receivables

The company's exposure to credit risks is influenced mainly by individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry. Credit risk has always been managed by the company through its credit approvals, establishing credit limits and continuously monitoring the credit worthiness of its customer based on which the company agrees on the credit terms with the customers in the normal course of business.

Cash and cash equivalents and Other bank balances

Credit risks on cash and cash equivalents and other bank balances is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by International and Domestic Credit Rating Agencies. Credit risk from balances with banks, borrowings from financial institutions are managed by the Company's treasury department in accordance with the guidelines framed by the board of directors of the Company. Guidelines broadly covers the selection criterion and over all exposure which the Company can take with a particular financial institution or bank. The Company does not maintain significant amount of cash and deposits other than those required for its day to day operations.



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

2. Liquidity Risks

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The table below provides the details regarding the expected recovery of significant financial assets as follows:

Particulars	Less than 12 months	More than 12 months	Total
31 March, 2024			
Investments	0.36	3.96	4.32
Trade receivables	58.85	3.05	61.90
Cash and Cash equivalents	3.40	-	3.40
Other Bank balances	6.10	-	6.10
Other financial assets	0.81	11.81	12.62
	69.52	18.82	88.34
31 March, 2023			
Investments	-	3.63	3.63
Trade receivables	72.41	2.93	75.34
Cash and Cash equivalents	3.35	-	3.35
Other Bank balances	5.85	-	5.85
Other financial assets	1.15	10.61	11.76
	82.76	17.17	99.93

The table below provides the details regarding the contractual maturities of significant financial liabilities as follows:

Particulars	Less than 12 months	More than 12 months	Total
31 March, 2024			
Short term borrowings (Current)	128.28	-	128.28
Long-term borrowings (Non Current)	-	251.23	251.23
Trade payables	95.84	0.53	96.37
Other financial liabilities	19.99	-	19.99
Lease liabilities	1.15	4.46	5.61
	245.26	256.22	501.48
31 March, 2023			
Short term borrowings (Current)	102.31	-	102.31
Long-term borrowings (Non Current)	-	239.37	239.37
Trade payables	98.20	0.23	98.43
Other financial liabilities	15.93	2.09	18.02
Lease liabilities	1.59	6.18	7.77
	218.03	247.87	465.90

Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

3. Market Risks

Market risk is the risk that changes in market prices, such as foreign exchange rates and Interest rates will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the returns.

a) Interest rate exposure

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has availed significant Rupee Term Loan at floating rate of interest. The Company has not entered into any of the interest rate swaps and hence is exposed to interest rate risk.

Interest rate sensitivity Analysis

The Company considering the economic environment in which it operates has determined the interest rate sensitivity analysis (interest exposure) at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole of the year. A 25 basis point +/- fluctuation in the interest rate is used for disclosing the sensitivity analysis.

Impact on Profits before Tax	As at 31 March, 2024	As at 31 March, 2023
Interest rates - Increase by 25 basis points	(0.95)	(0.85)
- Decrease by 25 basis points	0.95	0.85

4. Foreign Currency Risks

The Company imports wheat, minerals, stores & spares and capital goods for which payables are denominated by foreign currency. The Company is exposed to foreign currency risk on these transactions. The Company follows a conservative and sound policy by entering into simple Forward Exchange Contracts to hedge the foreign currency risk whose maturity co-terminus with the maturity period of foreign currency liabilities. In respect of exports, exports are made against advances received. Hence, the Company is not exposed to any significant foreign currency risk in respect of its exports.

a. The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities based on gross exposure at the end of the reporting period is as under:

As on March 31, 2024

Currency	Liabilities			Net overall exposure on the currency - net assets/ (net liabilities)
	Gross Exposure	Exposure hedged Using derivatives	Net liability exposure on the currency	
USD	0.08	0.07	0.01	(0.01)
In INR	6.58	5.50	0.99	(0.99)

As on March 31, 2023

Currency	Liabilities			Net overall exposure on the currency - net assets/ (net liabilities)
	Gross Exposure	Exposure hedged Using derivatives	Net liability exposure on the currency	
USD	0.10	0.10	-	-
In INR	7.93	7.93	-	-

49.4. Fair Value Measurements:

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in fair value hierarchy.

As at 31 March, 2024	refer note	Carrying Amount			Fair Value			
		Financial Assets at FVTPL	Financial Assets at FVTOCI	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets								
Financial Assets measured at fair value								
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)	7	1.94	-	1.94	-	0.36	1.58	1.94
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)	7 & 12	-	1.93	1.93	-	-	1.93	1.93


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

As at 31 March, 2024	refer note	Carrying Amount			Fair Value			
		Financial Assets at FVTPL	Financial Assets at FVTOCI	Carrying Amount	Level 1	Level 2	Level 3	Total
Assets								
Financial Assets measured at fair value								
Investments in Equity instruments measured at Fair Value through profit and loss account (FVTPL)	7	1.57	-	1.57	-	-	1.57	1.57
Investments in Equity instruments measured at Fair Value through other comprehensive income (FVTOCI)	7	-	2.06	2.06	-	-	2.06	2.06

50. a. Security Details of Long Term Borrowings

(i) Term loan from The ICICI Bank Limited amounting to Rs. 0.50 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 1.70 Crores) is primarily secured by hypothecation of the assets purchased under loan at Kalloothu.

(ii) Term loan from The HDFC Bank Limited amounting to Rs. 88.78 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 121.90 Crores) is primarily secured by the assets purchased under the loan at NLCD Unit -1 and Unit -2 @ Padiyur & Vedasanthur and personal assets of some of the Executive Directors.

(iii) Term loan from The IDBI Bank Limited amounting to Rs. 16.42 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 18.42) is primarily secured by the land and building situated at No.133, Trichy Road, Dindigul-624005.

(iv) Term loan from The Karur Vysya Bank Limited amounting to Rs. 88.85 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 65.69 Crores) is primarily secured by the assets purchased under the loan and equitable mortgage on Minerals land And Agri Godown located at Dindigul.

(v) Term loan from The State Bank of India amounting to Rs. 46.68 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 37.10 Crores) is primarily secured assets purchased under the loan by equitable mortgage of the assets of the Company located at Trichy.

(vi) Term loan from IndusInd Bank Ltd amounting to Rs. 4.38 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 11.91 Crores) is primarily secured by hypothecation of the assets purchased under the loan at Banlagore.

(vii) Term loan from IDFC First bank Limited amounting to Rs. 51.87 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 25.66 Crores). is primarily secured by hypothecation of the assets purchased under the loan and land at Padiyur, Dindigul.

(viii) Term loan from Kotak Mahindra Bank Ltd amounting to Rs. 0.83 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 0.36 Crores) is primarily secured by hypothecation of the assets purchased under the loan.

(ix) Term loan from Axis Bank Ltd amounting to Rs. 3.41 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 5.18 Crores) is primarily secured by hypothecation of the assets purchased under the loan and land at Seelapadi Village, Dindigul.

(x) Term loan from Fullerton india Pvt Ltd amounting to Rs. 3.05 Crores (Including Current maturities) outstanding as at 31.03.2024 (PY Rs. 3.29 crores) is primarily secured by equitable mortgage on Modern Nagar land located at Dindigul.

Notes:

- The said loans are repayable in monthly / quarterly instalments.
- The Company does not have any continuing default as on the Balance Sheet date in the repayment of loan or interest.
- Secured by personal guarantees of two of the Promoter Directors of the Company.



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

50. b. Term Loans Outstanding, Rates of interest & Terms of Repayments :

S.No	Bank	Loan Amount	ROI	Repayment Terms	Remaining Tenure (Quarter/Months)	O/S as on 31.03.2024
1. TERM LOANS						
1	ICICI	7.60	10.05%	M	5	0.50
2	INDUSIND	15.00	10.50%	Q	6	4.38
3	HDFC	11.50	9.95%	M	58	6.48
4	HDFC	12.30	9.95%	M	35	5.36
5	HDFC	36.00	9.95%	M	36	16.15
6	HDFC	13.13	10.05%	M	58	7.39
7	IDFC	30.00	9.60%	Q	16	23.09
8	HDFC	26.00	9.95%	M	48	26.00
9	HDFC	9.00	9.95%	M	48	9.00
10	KVB	30.00	9.75%	M	102	29.25
11	KVB	13.16	9.75%	M	108	12.14
12	FULLERTON	3.73	11.15%	M	84	3.05
13	KVB	30.00	9.75%	Q	24	30.00
14	IDFC	30.00	10.00%	Q	24	28.78
16	SBI	30.00	8.85%	M	102	23.16
Total Term Loans						224.73
2. LOANS AGAINST PROPERTY						
1	HDFC	26.00	10.20%	M	13	4.16
2	HDFC	11.00	10.20%	M	13	2.07
3	SBI	17.00	10.25%	M	23	4.58
4	IDBI	16.00	10.05%	M	97	11.20
5	IDBI	3.00	9.50%	M	94	2.11
6	KVB	18.00	9.75%	Q	4	2.52
7	KVB	40.00	9.75%	Q	9	14.94
Total Loans Against Property						41.58
3. VEHICLE LOANS						
1	KOTAK	0.18	8.00%	M	22	0.08
2	HDFC	1.07	8.00%	M	42	0.71
3	HDFC	0.29	7.40%	M	43	0.22
4	KOTAK	0.39	7.25%	M	22	0.16
5	KOTAK	63.50	8.85%	M	43	0.59
Total Vehicle Loans						1.76
4. GECL LOANS						
1	IDBI	3.40	9.25%	M	21	1.48
2	AXIS	7.10	9.00%	M	23	3.41
3	SBI	6.69	9.25%	M	25	3.28
4	IDBI	1.74	9.25%	M	45	1.63
5	SBI	15.72	9.25%	M	48	15.65
6	HDFC	11.79	9.00%	M	48	11.24
Total GECL Loans						36.69
5. LOANS - Unsecured						
1	Lakme Investment and Finance Ltd	8.00	12.00%	NA	NA	7.25
Total Loans - Unsecured						7.25
Grand Total						312.01

50. b. 1 The outstanding includes current maturities of Long Term Debt (refer note No.22)



51. Retirement benefit plans

1. Defined contribution plans

The Company makes payments to Provident Fund and Employees State Insurance which is defined contribution plan for qualifying employees. Under the scheme, the company is required to contribute a specified percentage of the payroll costs to fund the benefit. The Company recognised Rs. 5.53 Cr (PY : Rs. 4.60 Cr) 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 scheme.

2. Defined benefit plans

a) Gratuity

Gratuity to employees (funded) and Gratuity to Directors (non funded) is provided based on the most recent actuarial valuation of the defined benefit obligation carried out based on actuarial valuation. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the projected unit cost method. The following table sets forth the status of the Gratuity Plan (Employees) and Gratuity (Directors) of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the Gratuity (Employees) benefit through annual contribution and provision is made annually for Gratuity to Directors.

As per the policy of the Company the Compensated absence is not accumulated.

Investment risk	The probability or likelihood of occurrence of losses relating to the expected return on any particular investment.
Interest risk	The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rate will result in an increase in the ultimate cost of providing above benefit and will thus result in an increase in the value of liability (as shown in financial statements). A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Salary escalation risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future, based on past experience. Deviation in the rate increase of 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 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 adverse compared to the assumptions.

S.No	Particulars	Post Employment Benefits			
		Gratuity-Employees		Gratuity-Directors	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
i	Changes in Defined Benefit Obligation:				
	Present Value-Opening Balance	5.17	3.82	3.38	3.25
	Current Service Cost	0.93	0.60	0.80	0.13
	Interest Cost	0.34	0.27	-	-
	Past services cost	-	-	-	-
	Actuarial Loss/(Gain)	0.29	0.82	-	-
	Benefits Paid	(0.80)	(0.34)	-	-
	Present Value- Closing Balance	5.95	5.17	4.18	3.38



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Particulars	Post Employment Benefits			
		Gratuity-Employees		Gratuity-Directors	
		31.03.2024	31.03.2023	31.03.2024	31.03.2023
ii	<u>Changes in Fair value of Plan Assets:</u>				
	Opening Balance	4.82	4.03	-	-
	Expected Return on plan assets	0.36	0.31	-	-
	Actuarial Gain on plan assets	0.04	0.02	-	-
	Contributions by Employer	1.14	0.80	-	-
	Benefits Paid	(0.80)	(0.34)	-	-
	Closing Balance	5.57	4.82	-	-
iii	<u>Amount recognised in the Balance Sheet (as at the Year end):</u>				
	Fair Value of Plan Assets	5.57	4.82	-	-
	Present Value of Obligations	5.95	5.17	4.18	3.38
	Net Asset/(Liability) Recognised	(0.38)	(0.35)	(4.18)	(3.38)
iv	<u>Expenses recognised in the Statement of Profit and Loss:</u>				
	Current Service Cost	0.93	0.60	0.80	0.13
	Interest Cost	(0.02)	(0.04)	-	-
	Past service cost	-	-	-	-
	Expenses recognised in the Statement of Profit and Loss	0.92	0.56	0.80	0.13
v	<u>Expenses recognised in Other Comprehensive Income:</u>				
	Actuarial (losses) / gains	(0.29)	(0.82)	-	-
	Difference between actual return and interest income on plan assets	0.04	0.02	-	-
	Net Cost in other comprehensive Income	(0.25)	(0.80)	-	-
	Asset Information				
	Insurer Managed	100.00%	100.00%	NA	NA
	Principal Actuarial Assumptions				
	Discount Rate (%)	6.97%	7.22%	6.97%	7.22%
	Rate of Increase in Salary (%)	5.00%	5.00%	10.00%	10.00%
	Attrition Rate (%)	4.00%	4.00%	1.00%	1.00%
	Expected Rate of Return on Plan Assets (%)	6.97%	7.22%	NA	NA
	Expected average remaining life of employees Years	14.90	14.90	12.57	13.40
vi	<u>A quantitative sensitivity analysis for significant assumption as at 31 March is as shown below:</u>				
	Discount rate				
	0.5% increase	7.47%	7.72%	7.47%	7.72%
	0.5% decrease	6.47%	6.72%	6.47%	6.72%
	Rate of increase in salary				
	0.5% increase	5.50%	5.50%	10.50%	10.50%
	0.5% decrease	4.50%	4.50%	9.50%	9.50%
vii	<u>Expected Benefit Payments in following years:</u>				
	Year 1	0.28	0.32	0.13	0.11
	Year 2	0.82	0.88	0.14	0.12
	Year 3	0.41	0.35	1.97	0.12
	Year 4	0.72	0.37	0.09	1.68
	Year 5	0.42	0.63	1.83	0.08
	Next 5 Years	2.24	1.90	0.27	1.73


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

52. Information relating to subsidiaries
A. Information relating to Wholly owned subsidiaries

Name of Subsidiary	Proportion of Ownership and voting rights held by non-controlling interest		Total Other Comprehensive allocated to non-controlling interest		Accumulated non-controlling interest	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Naga Far East Private Limited	Nil	Nil	Nil	Nil	Nil	Nil
Naga Mills Private Limited (Liquidated w.e.f 26 th October 2023)	0.28%	0.28%	-	-	0.28%	0.28%

Summarised financial information in respect of each of the Groups subsidiaries that has material non-controlling interest as set out below. The summarised financial information below represents amounts before intragroup eliminations.

(Value represented in the table are in INR/USD/BDT)

Details	Naga Far East Private Limited		Naga Mills Private Limited	
	Year Ended March 31, 2024		Year Ended March 31, 2024	
	in INR	in USD	in INR	in BDT
Current assets	33,93,823.68	40,690.89	-	-
Total assets	33,93,823.68	40,690.89	-	-
Current liabilities	12,87,799.06	15,440.31	-	-
Total liabilities	12,87,799.06	15,440.31	-	-
Equity attributable to owners of the Company	21,05,999.60	25,250.28	-	-
Expenses	7,51,712.58	9,012.80	-	-
Profit for the year	(7,51,712.58)	(9,012.80)	-	-
Attributable to owners of the Company	(7,51,712.58)	(9,012.80)	-	-
Profit for the year	(7,51,712.58)	(9,012.80)	-	-
Total Comprehensive Income for the year	(7,51,712.58)	(9,012.80)	-	-

Note:

The Company has closed its subsidiary i.e., Naga Mills Private Limited and filed liquidation petition dated 30th August, 2023 with Govt. of Bangladesh. Govt. approval was obtained on 26th October, 2023 and the balance of Rs. 0.04 Crores is yet to be received from the Liquidator.

B. Information relating to associates

There are no associates which are individually material and thus, only aggregate information of associates that are not individually material is given below:

Aggregate information of the associates	Year Ended	
	March 31, 2024 (Audited)	March 31, 2023 (Audited)
The group's share of profit / (loss) from continuing operations	0.18	0.19
The group's share of other comprehensive income	-	-
Aggregate carrying amount of the groups interest in these associates	0.18	0.19
Unrecognised share of loss of an associate for the year	-	-
Cumulative share of profit / loss of an associate	0.18	(0.30)



53. Related party disclosures

a) List of parties having significant influence

Holding company	The Company does not have any holding company
Subsidiary Companies	<ul style="list-style-type: none"> ● M/s. Naga Far East Private Limited ● M/s. Naga Mills Private Limited (liquidated w.e.f. 26.10.2023) ● M/s. Annai Power Private Limited (Sep-2022 to Nov-2022) ● M/s. Nagalalakshmi Energy Private Limited (Sep-2022 to Nov-2022) ● M/s. Dindigul Foods Park Private Limited (Nov-2022)
Associate Company	<ul style="list-style-type: none"> ● M/s. Annai Power Private Limited (Apr-2022 to Aug-2022) ● M/s. Nagalalakshmi Energy Private Limited (Apr-2022 to Aug-2022) ● M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023)

Investing Parties having substantial interest

Sri. K.S. Kamalakannan	Chairman and Managing Director (KMP)
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Key management personnel

Smt. Mageswari Kannan	Joint Managing Director
Sri. Sounder Kannan	Whole-Time Director
Sri. D. Vijay Anand	Technical Director
Sri. S. Ramesh	Director (Projects)
Sri. T.R. Sivaraman	Chief Financial Officer
Sri. V. Balamurugan	Company Secretary

Directors

Sri. P. Arivanandam	Independent Director
Sri. Padmanabhan Sivaramakrishnan Iyer	Director
Sri. S. Neelakantan	Independent Director

Relatives of Key Managerial Personnel

Smt. Lakshmi Vijayanand | Smt. Monaa Kannan | Ms. M. Jayalalitha | Sri. M. Sukumar
Sri. A.M. Gopinath | Sri. Omkar Aditya | Smt. R. Sulochana | Sri. R. Hema Kumar
Sri. R. Ragavendar



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Enterprises over which key managerial personnel are interested

M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited")
 M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Private Limited")
 M/s. Lakme Investment and Finance Limited
 M/s. Dinwinn Farms LLP
 M/s. Nutri Snack LLP (Under process of Striking-off)
 M/s. Rohini Enterprises
 M/s. Nagalakshmi Charitable Trust
 M/s. Sreenivasa Religious Trust
 M/s. Pluris Global Holding (India) Limited (amalgamated with Naga Limited w.e.f. 01.04.2023)
 M/s. Kovil Cereals Private Limited (amalgamated with Naga Limited w.e.f. 01.04.2023)

Notes

- The Company has effected the scheme of amalgamation of the transferor companies namely, M/s. Pluris Global Holding (India) Limited and M/s. Kovil Cereals Pvt Ltd (hereinafter referred as amalgamated entities) approved by The National Company Law Tribunal (NCLT) vide order dated at 21.06.2024 with effect from appointed date 01.04.2023. (Refer Note 54.b)
- Borrowings are secured by personal guarantees of two of the Promoter Directors of the Company.

b) Transaction during the year

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
1	Sri. K.S. Kamalakannan		
	Remuneration	1.50	1.08
	Rent Paid	1.18	1.12
	Dividend Paid	0.73	0.73
	Wind Power Charges paid	1.09	0.04
	Purchase of Immovable Properties	-	1.18
	Sale of Immovable Poperties	-	3.38
	Purchase of Equity Shares	-	0.41
	Interest Paid (refer note 2 hereunder)	0.01	-
	Unsecured Loan – Received (refer note 2 hereunder)	0.55	-
	Unsecured Loan - Repaid (refer note 2 hereunder)	0.65	-
2	Smt. Mageswari Kannan		
	Remuneration	0.90	0.90
	Dividend Paid	0.26	0.26
	Purchase of Equity Shares	-	0.33
	Interest Paid (refer note 2 hereunder)	0.10	-
	Unsecured Loan – Received (refer note 2 hereunder)	1.40	-
	Unsecured Loan - Repaid (refer note 2 hereunder)	2.30	-
3	Sri. Sounder Kannan		
	Remuneration	1.20	0.96
	Dividend Paid	0.14	0.14
	Interest Paid	0.07	-
	Purchase of Equity Shares	-	0.33
	Sale of Immovable Poperty	11.00	-
	Unsecured Loan – Received	2.60	-
	Unsecured Loan - Repaid	2.60	-
4	Sri. D. Vijay Anand		
	Remuneration	1.20	0.96
	Purchase of Equity Shares	-	0.03
	Dividend Paid	0.01	0.01
5	Sri. S.Ramesh		
	Remuneration	0.21	0.18
6	Sri. T.R. Sivaraman		
	Remuneration	0.27	0.23
7	Sri. V. Balamurugan		
	Remuneration	0.14	0.02
8	Sri.Ramesh krishnan		
	Remuneration	-	0.09
9	Smt. Lakshmi Vijayanand		
	Remuneration	0.60	0.46
	Purchase of Equity Shares	-	0.19
	Sale of Immovable Poperty	11.00	-
	Dividend Paid	0.09	0.09
10	Smt. Monaa Kannan		
	Remuneration	0.48	0.33
	Purchase of Equity Shares	-	0.03
	Dividend Paid	0.01	0.01
11	Ms. M. Jayalalitha		
	Remuneration	0.51	0.46
	Dividend Paid	0.01	0.01
12	Sri. M. Sukumar		
	Remuneration	0.39	0.34



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
13	Sri. A.M.Gopinath (Prop. Anugraha International) Commission Paid	0.16	0.08
14	Mr. Omkar Aditya Remuneration	0.09	-
15	Mrs. Sulochana Remuneration	0.12	-
16	Sri. R. Hemakumar Remuneration	0.05	0.04
17	Sri. R. Ragavendar Remuneration	0.02	0.02
18	M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") Purchases	440.15	404.21
	Rental Income	0.98	1.54
	Rent Paid	0.39	0.31
	Interest Paid	0.38	-
	Purchase of Equity Shares	-	0.85
	Dividend Paid	0.16	0.16
	Freight Income Received	1.58	3.20
	Sale of Immovable Properties	15.11	-
	Unsecured Loan – Received	10.25	-
	Unsecured Loan - Repaid	10.25	-
19	M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as "Tutifood Private Limited") Rental Income	0.00	-
20	M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023) Interest Paid	0.59	-
	Rental Income	0.00	-
	Purchase of Equity Shares	-	0.13
	Unsecured Loan – Received	8.00	-
	Unsecured Loan - Repaid	0.75	-
21	M/s. Dinwinn Farms LLP Purchase of Agri Product	0.01	-
22	M/s. Nutri Snack LLP (Under process of Striking-off) Purchases	-	0.01
	Service Charges Paid	-	0.06
	Purchase of Assets	-	0.01
23	M/s. Nagalakshmi Charitable Trust Donation Paid	0.20	0.17
	Sale of Fixed Assets	0.01	-
	Medical Camp Charges Paid	-	0.06
24	M/s. Sreenivasa Religious Trust Donation Paid	0.13	-
25	M/s. Rohini Enterprises Purchases	1.30	-
	Rental Income	0.00	-
26	M/s. Annai Power Private Limited (Associate company -April-2022 to August-2022) Wind Power Charges paid	-	1.71
	Rent Paid	-	1.09
	Rental Income	-	0.00
	M/s. Annai Power Private Limited (Subsidiary company -September-2022 to Nov-2022) Wind Power Charges paid	-	0.64
	Rent Paid	-	0.65
	Rental Income	-	0.00
	M/s. Annai Power Private Limited (Post amalgamation) Wind Power Charges paid	-	0.49
	Rent Paid	-	0.87
	Rental Income	-	0.00



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
27	M/s. Nagalakshmi Energy Private Limited (Associate company -April-2022 to August-2022) Freight Charges Paid	-	0.23
	Wind Power Charges paid	-	0.42
	Rental Income	-	0.00
	M/s. Nagalakshmi Energy Private Limited (Subsidiary company -September-2022 to Nov-2022) Freight Charges Paid	-	0.14
	Wind Power Charges paid	-	0.20
	Investment	-	3.00
	Rental Income	-	0.00
	M/s. Nagalakshmi Energy Private Limited (Post amalgamation) Freight Charges Paid	-	0.18
	Wind Power Charges paid	-	0.20
	Rental Income	-	0.00
28	M/s. Pluris Global Holding (India) Limited (amalgamated with Naga Limited w.e.f. 01.04.2023) Purchase of Equity Shares	-	0.13
29	M/s. Kovil Agencies (Converted into Private Limited Company "M/s. Kovil Cereals Pvt., Ltd.,") Rental Income	-	0.00
30	M/s. Naga Mills Private Limited (liquidated w.e.f. 26.12.2023) Expenses recoverable written-off	0.01	-

Notes

1. Post employment benefits are actuarially determined on overall basis and hence not separately provided.
2. Arose on account of the scheme of amalgamation as per note no. 54.b.
3. Values are shown as zero due to rounded off being lesser value.

c) Balance at the end of the year.

S.No	Nature of transactions	As at March 31, 2024	As at March 31, 2023
1	Sri. K.S. Kamalakannan Rent Payable	0.10	-
	Remuneration payable	0.13	0.05
2	Smt. Mageswari Kannan Remuneration payable	0.08	0.03
3	Sri. Sounder Kannan Remuneration payable	0.10	0.05
4	Sri. D. Vijay Anand Remuneration payable	0.04	0.06
5	Sri. S. Ramesh Remuneration payable	0.01	0.01
6	M/s. Naga Mills Private Limited (liquidated w.e.f. 26.10.2023) Expenses recoverable	0.04	0.06
7	M/s. Naga Far East Private Limited Expenses recoverable	0.02	0.02
8	M/s. Mageswari Enterprises Private Limited (Formerly known as "M.M. Detergents Company Private Limited") Trade Payable	1.21	7.58
	Trade Receivable	-	0.32
9	M/s. Rohini Enterprises Trade Payable	1.08	-
10	M/s. Lakme Investment and Finance Limited (w.e.f. 01.04.2023) Loans Payable	7.25	-


Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

54. Scheme of Amalgamation
54.a. Scheme of Amalgamation during Previous Year

Description of Scheme of Amalgamation of Naga Limited (Transferee Company) and M/s. Annai Power Private Limited (Transferor Company No.1), M/s. Nagalakshmi Energy Private Limited (Transferor Company No.2), M/s. Dindigul Foods Park Private Limited (Transferor Company No.3) and their respective Shareholders and Creditors.

During the previous year, the transferee company has made additional investment in the transferor companies and holds 100% share in the transferor companies. Additional investment by transferee company during the year of which details are as follows:

- (i) M/s. Annai Power Private Limited - Rs. 1.78 Crores
- (ii) M/s. Nagalakshmi Energy Private limited - Rs. 3.07 Crores
- (iii) M/s. Dindigul Foods Park Private Limited - Rs. 0.57 Crores

The Regional Director, Chennai, on April 12, 2023, sanctioned the Scheme of Amalgamation ("Scheme") between M/s. Annai Power Private Limited (Transferor Company No.1), M/s. Nagalakshmi Energy Private Limited (Transferor Company No.2), M/s. Dindigul Foods Park Private Limited (Transferor Company No.3) and Naga Limited (Transferee Company) and their respective Shareholders and Creditors for the merger of the Company. Both companies have filed the certified copies of the RD Order sanctioning the Scheme on April 27, 2023, with the Registrar of Companies, Tamil Nadu. Pursuant to the Scheme becoming effective, the entire undertaking and business of transferor companies would be transferred or vested on Naga Limited.

As per the clarification issued by Ministry of Corporate Affairs vide Circular no.09/2019 dated August 21, 2019 (MCA Circular), the Company has recognized the effect of the merger on December 01, 2022, and made the following adjustments, pursuant to the Scheme.

- (i) All the assets and liabilities of the transferor companies have been transferred to Naga Limited (Transferee company).
- (ii) Difference between the value of transferred assets and liabilities pertaining to the transferor company amounting to ₹2.65 Crores have been adjusted to the reserves.

The Impact of the Amalgamation on these financial statements is as under:

The whole of the assets and liabilities of transferor companies became the assets and liabilities of transferee company

Assests Transferred	As at November 30, 2022		
	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Property , Plant and equipment	18.03	3.13	0.78
Deferred Tax Assets (Net)	-	1.00	-
Trade receivables	-	0.08	-
Cash and cash equivalents	0.04	0.04	0.01
Current tax assets (net)	-	-	-
Other current assets	0.04	0.06	-
Total Assets transferred to Naga Limited (A)	18.11	4.31	0.80

Liabilities Transferred	As at November 30, 2022		
	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Long Term Borrowings	9.61	0.09	-
Deferred tax liabilities (net)	0.17	-	-
Short Term Borrowings	5.31	3.97	0.23
Trade payables	0.20	0.01	-
Other financial liabilities	0.05	0.02	-
Total Liabilities transferred to Naga Limited (B)	15.34	4.08	0.23



Notes to the Consolidated Financial Statement for the year ended March 31, 2024

(All amounts are in Crores of INR, unless otherwise stated)

Adjustment to Reserve

As per Para 14 of the Order, the difference between the book value of the assets and liabilities transferred to the Naga Limited (net of investment) has been debited to the Capital Reserves of the Company on the Appointed date i.e December 01, 2022.

Particulars	M/s. Annai Power Private Limited	M/s. Nagalakshmi Energy Private Limited	M/s. Dindigul Foods Park Private Limited
Total Assets transferred to Naga Limited (A)	18.11	4.31	0.80
Total Liabilities transferred to Naga Limited (B)	15.34	4.08	0.23
Investment by Naga Limited (C)	2.40	3.10	0.70
Adjustment to Reserve (A-B-C)	0.37	(2.87)	(0.14)

54. b. Scheme of Amalgamation during Current Year

Description of Scheme of Amalgamation of M/s. Kovil Cereals Private Limited (Transferor Company No.1), M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with Naga Limited (Transferee Company) and their respective Shareholders and Creditors.

The National Company Law Tribunal Division Bench (Court-1) Chennai has sanctioned the Scheme of Amalgamation ("Scheme") between M/s. Kovil Cereals Private Limited (Transferor Company No.1) and M/s. Pluris Global Holding (India) Limited (Transferor Company No.2) with Naga Limited (Transferee Company) and their respective Shareholders and Creditors vide order dated June 21, 2024. Both companies have filed the certified copies of the NCLT Order sanctioning the Scheme on 01 July, 2024 with the Registrar of Companies, Tamil Nadu. The appointed date as per the Scheme is April 01, 2023.

As per guidance on accounting for common control transactions contained in Ind AS 103 "Business Combinations" the amalgamation has been accounted for using the pooling of interest method. The Company has recorded the assets and liabilities pertaining to merged entities vested in the Company at their respective carrying values appearing in the books. The difference between the net identifiable assets acquired and consideration on amalgamation has been accounted as capital reserve.

The Impact of the Amalgamation on these financial statements is as under:

The whole of the assets and liabilities of transfereor companies became the assets and liabilities of transferee company

Assets Transferred	As at April 01, 2023	
	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Non-current investments	0.28	0.11
Current investments	0.10	-
Trade receivables	14.45	0.03
Cash and cash equivalents	0.27	0.02
Other current assets	0.32	0.04
Total Assests transferred to Naga Limited (A)	15.42	0.20

Liabilities Transferred	As at April 01, 2023	
	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Share Capital	14.08	0.07
Short-term Borrowings	-	1.00
Trade payables	0.04	0.03
Other financial liabilities	0.37	0.01
Total Liabilities transferred to Naga Limited (B)	14.50	1.12

Adjustment to Reserve

Particulars	M/s. Pluris Global Holding (India) Limited	M/s. Kovil Cereals Private Limited
Total Assets transferred to Naga Limited (A)	15.42	0.20
Total Liabilities transferred to Naga Limited (B)	14.50	1.12
Adjustment to Reserve (A-B)	0.92	(0.92)



55. Details of Benami Property :

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

56. Reconciliation of quarterly returns of current assets filed with banks

Quarterly returns filed by the Company with banks consisting of inventory (excluding goods in transit) and trade receivables aged less than 90 days are in agreement with the books of account.

57. Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

58. Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

59. Wilful Defaulter

The Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.

60. Utilisation of borrowed funds and securities premium

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

61. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

62. Undisclosed income

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

63. Expenditure on Scientific Research eligible deduction u/s 35(1)(iv) and 35(2AB) of the Income Tax Act, 1961

Nature	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Revenue		
Employee Benefit Expenses	2.07	1.67
Equipment Maintenance	0.13	0.06
Consumables	0.32	0.57
Travelling Expenses	0.17	0.15
Freight & Handling	0.01	0.02
Professional Charges	0.28	0.21
Other Expenses	0.22	0.10
b) Capital Expenditure	1.09	3.05

**Notes to the Consolidated Financial Statement for the year ended March 31, 2024**

(All amounts are in Crores of INR, unless otherwise stated)

64. Note on Social Security Code 2020

The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

65. The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that audit trail feature is not enabled for certain direct changes to the data for users with the certain privileged access rights to the SAP application and the underlying HANA database. Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

Presently, the log has been activated at the application and the privileged access to HANA database continues to be restricted to limited set of users who necessarily require this access for maintenance and administration of the database.

66. Approval of Financial Statements

The financial statements were approved for issue by the Board of Directors at their meeting held on 10th July, 2024.

In terms of our report of even date

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR

Partner

Membership No: 029409

Place: Dindigul

Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN

Chairman & Managing Director

DIN : 01601589

T.R. SIVARAMAN

Chief Financial Officer

Membership No: 023228

MAGESWARI KANNAN

Joint Managing Director

DIN : 02107556

V. BALAMURUGAN

Company Secretary

Membership No: F12312

**ANNEXURE TO THE CONSOLIDATED FINANCIAL STATEMENT
FORM AOC-1**

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

Statement containing salient features of the financial statement of subsidiaries / associate companies
Part "A" : Subsidiaries

Rs. in Lakhs

S.No	Particulars	Financial Year		Financial Year	
		2023-24	2022-23	2023-24	2022-23
1	Name of the Subsidiary	Naga Far East Private Limited, Singapore		Naga Mills Private Limited, Bangladesh	
2	The date since when subsidiary was acquired	13th September 2017		06th February 2018	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March 2024	31st March 2023	31st March 2024	31st March 2023
4	Reporting currency and Exchange rate as on the last date of the Financial year	United States Dollar 1 USD = 83.405 INR	United States Dollar 1 USD = 82.505 INR	Bangladeshi Taka 1 BDT = 0.765 INR	Bangladeshi Taka 1 BDT = 0.772 INR
5	Share Capital (including Share Application)	63.19	62.50	-	17.73
6	Reserves and Surplus	(42.13)	(34.24)	-	(13.68)
7	Total Assets	33.94	37.44	-	17.44
8	Total Liabilities	12.88	9.18	-	13.40
9	Investments	-	-	-	-
10	Turnover	-	-	-	-
11	Profit / (Loss) Before Taxation	(7.52)	(8.95)	-	(9.02)
12	Provision for Taxation	-	-	-	-
13	Profit / (Loss) After Taxation	(7.52)	(8.95)	-	(9.02)
14	Proposed Dividend	-	-	-	-
15	% of Shareholding	100.00%	100.00%	-	99.72%

Note:

The Company has closed its subsidiary i.e., Naga Mills Private Limited and filed liquidation petition dated 30th August, 2023 with Govt. of Bangladesh. Govt. approval was obtained on 26th October, 2023 and the balance of Rs. 0.04 Crores is yet to be received from the Liquidator.

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related
to Associate Companies :**
Part "B" : Associate

Rs. in Lakhs

S.No	Particulars	Financial Year	
		2023-24	2022-23
1	Name of Associates	Lakme Investment and Finance Limited	
2	Latest audited Balance Sheet Date	31st March 2024	NA
3	No. of Shares of Associate held by the company on the year end	268897 Equity Shares	NA
4	Amount of Investment in Associate / Joint Venture	0.27	NA
5	Extend of Holding %	32.61%	NA
6	Description of how there is significant influence	The explanation to Section 2(6) of the Companies Act, 2013 provides that significant influence means control of atleast 20% of total share capital. The Company holds morethan 32.61% in the Equity Share of its Associate. Hence, the Company is having significant influence over its associate.	
7	Reason why the associate is not consolidate	Not applicable	Not applicable
8	Net worth attributable to shareholding as per latest audited Balance Sheet	350.85	NA
9	Profit / (Loss) for the year:		
10	Considered in Consolidation	18.28	NA
11	Not Considered in Consolidation	NA	NA

Note:

The Company has acquired investment in M/s. Lakme Investment and Finance Limited to the extent of 32.61% shareholding by virtue of amalgamation order by National Company Law Tribunal (NCLT) dated 21.06.2024.



Part "C" Joint Venture - There are no Joint Ventures in the Group.
ENTITIES FORMED/ACQUIRED AND CEASED DURING THE FINANCIAL YEAR 2023-24

S.No	Particulars	
A	Formed / Acquired	Nil
B	Ceased	Nil

In terms of our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No. 105047W

GEETHA JEYAKUMAR
Partner
Membership No: 029409
Place: Dindigul
Date: 10 July, 2024

For and on behalf of the Board of Directors

K.S. KAMALAKANNAN
Chairman & Managing Director
DIN : 01601589

T.R. SIVARAMAN
Chief Financial Officer
Membership No: 023228

MAGESWARI KANNAN
Joint Managing Director
DIN : 02107556

V. BALAMURUGAN
Company Secretary
Membership No: F12312



**FORM NO. MGT 11
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules 2014)

NAGA LIMITED
(CIN: U10611TN1991PLC020409)
Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.
Email: cs@nagamills.com, Website: www.nagamills.com, Phone: 044-2536 3535

Name of member(s)	:
Registered address	:
E Mail Id	:
Folio No. / DP ID - Client ID	:

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ Email: _____

Address: _____

_____ Signature _____

Or failing him / her

2) Name: _____ Email: _____

Address: _____

_____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 23rd day of August, 2024 at 12.15 P.M. at Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai – 600 008 and at any adjournment thereof in respect of such resolutions, in the manner as indicated below:

Resolution No.	Description	Type of Resolution	*Optional	
			For	Against
Ordinary Business:				
1	Adoption of Audited Standalone & Consolidated Financial Statements and Reports of the Board of Directors and Auditors for the financial period ended on 31 st March, 2024.	Ordinary		
2	To appoint a Director in place of Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		
3	To appoint a Director in place of Sri. Sounder Kannan (DIN: 01603823) Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
Special Business:				
4	To approve the remuneration of the Cost Auditor for the Financial year 2024-25	Ordinary		

Signed this day of 2024

Signature of Shareholder : Signature of Proxyholder(s) :

Affix Re. 1 revenue stamp

NOTE:

- 1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting;
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd AGM;
- 3. It is optional to put a 'tick' in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
- 4. Please complete all details including details of member(s) in above box before submission;

ATTENDANCE SLIP

NAGA LIMITED
(CIN: U10611TN1991PLC020409)
Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.
Email: cs@nagamills.com, Website: www.nagamills.com, Phone: 044-2536 3535

33RD ANNUAL GENERAL MEETING – 23RD AUGUST, 2024

Registered Folio No. / DP ID No. / Client ID No.

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Number of Shares held

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I certify that I am a member / proxy for the members of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company at Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai – 600 008 on Friday, 23rd day of August, 2024 at 12.15 P.M.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Members / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.



'A MILL' MODERNIZATION AND CAPACITY ENHANCEMENT FROM 150 TPD TO 300 TPD.

