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ANNUAL REPORT 2023-2024

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CORPORATE INFORMATION

<p>BOARD OF DIRECTORS:</p> <p>SANDEEP SINGH GHUMAN (DIN: 07275838) Whole-time director</p> <p>GRUPSI (DIN: 08788588) Independent director</p> <p>RAYAPPA RAMAPPA HANCHINAL (DIN: 08138621) Independent director</p> <p>MANOJ KUMAR DAS (DIN: 07693956) Independent director</p> <p>CHIEF EXECUTIVE OFFICER: YASH JAYULKA</p> <p>CHIEF FINANCIAL OFFICER: VIJAY BHATIA</p> <p>COMPANY SECRETARY & COMPLIANCE OFFICER: PRABJOT KAUR (11-09-2023 to 27-06-2024)</p> <p>SHANKY HANDA (POST FINANCIAL YEAR w.e.f 02nd of Sep, 2024)</p> <p>BOARD COMMITTEES</p> <ul style="list-style-type: none">• Audit Committee• Nomination & Remuneration Committee• Stakeholders' Relationship Committee• Compensation Committee	<p>STATUTORY AUDITOR: M/s P.K. Vasudeva & Co. Chartered Accountant Banondi</p> <p>SECRETARIAL AUDITORS: M/s A. Arora & Company Company Secretaries Chandigarh</p> <p>COST AUDITORS M/s Khushwinder Kumar & Co., Cost Accountants Jalandhar</p> <p>BANKERS: AXIS BANK V.P.O Banandi Teh .Naraingar Distt. Ambala(Hr) 13420 INDIAN BANK Scf No - 73, Phase - Ix , Mohali , Punjab</p> <p>REGISTERED OFFICE & WORKS CIN: L74899HR1991PLC032873 Village Banondi, P.O. Shahzadpur, Tehsil Naraingarh, Distt. Ambala (Haryana) - 133001 Email: Tel. No:</p> <p>WEBSITE www.naraingarhsugarmillsltd.com</p> <p>REGISTRAR AND SHARE TRANSFER AGENT M/s Alankit Assignments Limited Alantit House 4E/2 Jhandewalan Extension, New Delhi-110055.</p>
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NOTICE

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the company is to be held on Wednesday the 02nd of September, 2024 at 01:00 P.M. through Video conferencing (VC) or Other Audio Visual Means (OAVM) and the deemed venue for the AGM shall be at the registered office of the company at Village Banondi, PO: Shahzadpur, Teh. Naraingarh, Distt. Ambala, Haryana to transact the following business(s):

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the company for the financial year ended on March 31, 2024 along with the Director's and Auditor's report thereon.
2. To appoint a director in place of Mr. Sandeep Singh (DIN: 07275838) who retires by rotation and being eligible, offers himself for re-appointment as a director.

SPECIAL BUSINESS

3. To ratify the remuneration payable of the Cost Auditors for the financial year ending March 31, 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force], M/s Khushwinder Kumar & Co, Cost Accountants (Firm Registration No. 100123), appointed as Cost Auditors by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on 31st March, 2025, be paid a remuneration of 75,000/- (Rupees Seventy-Five Thousand only) per annum plus all applicable taxes and reimbursement of out of pocket expenses), as may be incurred in connection with the audit of the accounts of the Company be ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 02.09.2024
Place: Naraingarh

By the order of Board of Directors
Naraingarh Sugar Mills Limited

SANDEEP SINGH GHUMAN
Whole Time Director
DIN: 07275838

NOTES:-

1. Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ("MCA Circulars") read with Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/POD-2/P/CIR/2023/167 dated January 5, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, ("SEBI Circulars") (collectively referred to as "SEBI Circulars"), permitted the companies for holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), thereby dispensing the requirement of physical presence of the Members at common venue and other related matters with respect to such meetings. Accordingly, the 31st Annual General Meeting ("this the AGM / the meeting") of the members of the Company is held through VC in compliance with the provisions of the said Circulars, and consequently no attendance slip is enclosed with this notice. The procedure for participating in the meeting through VC / OAVM is explained in the notes hereunder.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3 of the accompanying Notice is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM and pursuant to the relevant circular(s), issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The members of the Company, at Annual General Meeting (AGM) held on 28th November 2022 approved the appointment of M/s. P.K VASUDEVA & Co ., Chartered Accountants (Firm Registration No. 000724N), SCO 32-35, SECTOR8-C MADHYA MARG, CHANDIGARH, as the Statutory Auditor of the Company for a term of five years hence, the existing auditor shall be deemed to be appointed for a period of five years.
5. Corporate /Institutional Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to Mr. Kanwaljit Sing, the Scrutinizer appointed by the Company, by email through its registered email address to kanwalcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. and nsmlnaraingarh@nsml.in and cs@nsml.in.
6. Relevant details in respect of the Directors seeking re-appointment/appointment at this AGM is provided at Annexure-A to this Notice, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings.

7. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI Listing Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2023-24 is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) (in case of shares held in demat form) or with M/s Alankit Assignments Limited (in case of shares held in physical form) Members who have not registered their e-mail address are requested to update the same (i) for shares held in physical form - by submitting a request on nsmlnaraingarh@nsml.in and cs@nsml.in along with scan copy of their share certificate (front and back), selfattested copy PAN or Aadhar ID of the residential address appearing in their folio; (ii) for shares held in demat mode - with the depository participants with whom their demat account is maintained. However, members of the Company are entitled to receive Notice of this AGM and the Annual Report for 2023-24 in physical form upon request.
8. As per regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised mode, except for transmission or transposition or re-lodged for transfer of securities. Further, SEBI vide its circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider to dematerialise their holdings at the earliest, as it will not be possible to transfer shares held in a physical mode. Members can contact the Company or RTA for assistance in this regard.
9. **Issue of shares in demat mode only:-**

SEBI vide its notification dated January 24, 2022 amended certain provisions of the Listing Regulations inter alia pertaining to issue of shares in demat mode only. Further SEBI vide its circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 issued operational guidelines for dematerialization of securities received for processing investor’s service request.
10. Members whose shareholding is in physical form are requested to immediately notify change in their address and bank account details, if any, to the Registrar and Transfer Agent of the Company, viz, M/s Alankit Assignments Limited , Alantit House 4E/2 Jhandewalan Extension, New Delhi-110055.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s Alankit Assignments Limited in case the shares are held by them in physical form.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
13. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent, M/s Alankit Assignments Limited, Alantit House 4E/2 Jhandewalan Extension, New Delhi-110055.

- 14 The Company has engaged the service of Central Depository Services (India) Limited, for assisting the Members for casting of votes by remote e-voting as well as the e-voting system on the date of the AGM and VC facility shall also be provided by CDSL.
- 15 The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- 16 In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- 17 Members who have not registered their e-mail address so far are requested to register their e-mail address with their DPs in case the shares are held by them in electronic form and with M/s Alankit Assignments Limited in case the shares are held by them in physical form for receiving all communications electronically including Annual Report, Notices, Circulars, etc. from the Company.

Members may also note that the Notice convening Annual General Meeting and Annual Report for the financial year 2023-24 will be available on the Company's website. The Notice can also be accessed from the websites of the Stock Exchanges and CDSL at www.naraingarhsugarmillsltd.com, and www.evotingindia.com respectively. The copies of the documents will also be available for electronic inspection during normal business hours on working days, from the date of circulation of this Notice up to the date of AGM. For any communication, the members may also send requests to the Company's investor e-mail id at cs@nsml.in.

- 18 **Inspection of Documents:-** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to cs@nsml.in.
- 19 The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the company as on the cut-off-date i.e 16th of September, 2024.
- 20 Since, this AGM is held through VC, no road map of the location for the venue of Annual General Meeting is attached herewith.
- 21 **IEPF RELATED INFORMATION:**
Pursuant to provisions of Section 124 and 125 of the Companies Act, 2013, there are no funds or shares lying with the Company to be transferred to the Investor Education and Protection Fund ("IEPF") account.
- 22 As meeting will be conducted through VC / OAVM facility voting through ballot paper will not be made available at AGM and members have to cast their vote by remote e-voting only.

- 23 The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 24 The Register of Members and Share Transfer Books of the Company will remain closed from, 17th of September, 2024 to 25th of September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
- 25 Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 16th of September, 2024 may obtain the login ID and password by sending a request atevoting@cdslindia.com in or call on 022-23058738 and 022-23058542-43.
- 26 A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 16th of September, 2024 (“cut-off date”) only shall be entitled to avail the facility of remote e-voting or voting at the time of AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The members whose names appear in the Register of Members and List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice of AGM. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User id and Password for exercising their right to vote by electronic means.

27 **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. The businesses as set out in the Notice shall be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standard on General Meetings and in compliance with regulation 44 of the Listing Regulations and pursuant to the SEBI Circulars for General Meetings and MCA circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited CDSL to facilitate the members to cast their votes from a place other than venue of the AGM (“**remote e-voting**”). The facility for voting shall be made available at the AGM through electronic voting and the members attending the meeting who have not cast their vote by remote-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as e-voting at the meeting on the date of the AGM will be provided by CDSL.
In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members,
there shall be no voting by show of hands at the AGM.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio

visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
6. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
7. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel

(East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

8. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 22nd of September, 2024 at 09:00 a.m and ends on 24th of September, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th of September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; nsmlnaraingarh@nsml.in and cs@nsml.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nsml.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
28. Mr. Kanwaljit Singh Thanewal (C.P. No. 5870 and M. No. 5901), Company Secretary, Chandigarh, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
29. During the 31st AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 31st AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 31st AGM.
30. The Scrutinizer shall after the conclusion of e-voting at the 31st AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 31st AGM, who shall then countersign and declare the result of the voting forthwith.
31. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.naraingarhsugarmillsltd.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges.

REQUEST TO THE MEMBERS:-

Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 7 (seven) days in advance of the date of AGM through e-mail at cs@nsml.in. The same will be replied by the Company suitably.

32. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 (SS-2):

Name of Director	Mr. Sandeep Singh Ghuman
DIN	07275838

Date of Birth	15-03-1982
Age	42
Brief resume & nature of expertise in specific functional areas	Different industries
Date of Appointment	14/08/2015
Qualifications	Graduation
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Terms and conditions of appointment / re-appointment	NA
Remuneration last drawn and Proposed to be Paid	NA
Details of shareholding in the Company	Nil
Relationship with other Directors/ Manager Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	Attended all the Board Meetings (for more details kindly refer Corporate Governance Report)
Listed entities from which Director resigned in the past three years	None
Directorships in other companies	Nil
Membership / Chairmanship of committees of the Company	Member in Nomination and Remuneration Committee and Member in Stakeholders Relationship Committee
Membership / Chairmanship of committees of other companies	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,
2013**

Item No. 3

The Board of the Directors of the company, on recommendation of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co, Cost Accountants, having Firm Registration No. 100123, as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Member of the Company. Accordingly consent of the Members is sought by way of an Ordinary Resolution as set at Item no. 3 of the Notice for ratification of the remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand Only) per annum, plus applicable taxes and reimbursement of out of pocket expenses as may be incurred during course of audit.

None of the Directors and Key Managerial Personnel (or their relatives) are interested in the said resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**Information required under Section 197 of the Companies Act, 2013 read with
Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

A. Remuneration to each Director:

Name of Director	Total Remuneration (Rs.)
Mr. Sandeep Singh	2,65,000.00
Mr. Rayappa Hanchinal	1,40,000.00
Mr. Manoj Das	1,05,000.00

B. Details of percentage increase in the remuneration of each Director and CEO, CFO & Company Secretary in the financial year 2023-24 are as follows:

Name	Designation	Remuneration (Rs.)	
		2023-24	2022-23
Ms. Misha Nahal	Company Secretary	1,72,800.00	4,68,400.00
Ms. Prabhjot Kaur	Company Secretary	2,67,400.00	0.00
Mr. Vijay Bhatia	Chief Financial Officer	20,39,997.00	8,49,999.00
Mr. Abhimanyu Singh	Chief Financial Officer	0.00	5,69,600.00

C. Number of employees on the rolls of the Company as on March 31, 2024:

Employees	2023-2024	2022-2023
Registered office	275	309
TOTAL	275	309

D. The key indices of Company's performance are:

Particulars	2023-2024 (In lakhs)	2022-2023 (In lakhs)
Net Revenue from Operations	22918.50	22210.93
Profit Before Tax and Exceptional Items	2814.13	1508.29
Profit After Tax	2081.82	1117.27

K. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration decided by Nomination and Remuneration Committee of your Company.

DIRECTORS' REPORT

To,

The Shareholders of
Naraingarh Sugar Mills Limited

Your Directors have pleasure in presenting the integrated 31st Annual Report of Naraingarh Sugar Mills Limited ("the Company") along with the Audited Financial Statements of your Company for the financial year ended March 31, 2024.

FINANCIAL HIGHLIGHTS

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Accounts) Rules, 2014. The financial statements for the financial year ended 31st March, 2024 as well as comparative figures for the year ended 31st March, 2023 are Ind AS compliant.

The Financial highlights of your Company for the financial year ended March 31, 2024 as is summarized below:

OPERATIONS & FINANCIAL RESULTS

(Amount in Lakhs)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Income from operations		
Net sales/income from operations	22914.61	21571.76
Other operating Income	3.01	599.26
Other Income	0.88	39.92
Total Income	22918.50	22210.94
Total expenses (excluding Depreciation and Finance costs)	20941.64	19361.43
EBIDTA	1976.86	2849.51
Depreciation and Amortisation	924.13	995.03
Finance costs	3866.86	3362.77
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	(2814.13)	(1508.29)
Other Comprehensive Income/(Loss)	(27.31)	13.39
Profit / (Loss) from ordinary activities before tax		
Tax expense/ Deferred Tax	(732.31)	(391.02)
Net Profit / (Loss) from ordinary activities	(2109.13)	1103.89

OPERATIONS

During the year under review, the production of sugarcane was low. Also, Export Quota has been on the lower side. Accordingly, Power generation was also low and Subsidy was also less we have received.

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

The Company has generated revenue from operations of Rs. 22918.50 Lakhs for the current Financial Year as compared to Rs. 22210.93 Lakhs in the Previous Year. The Net Loss for the current Financial Year Increased to Rs. (2109.13) Lakhs as against Rs. (1103.89) lakhs as reported in the Previous Year.

In accordance with the provisions contained in section 136 of the Companies Act, 2013 ("the Act"), the Annual Report of the Company, containing Notice of the Annual General Meeting, Financial Statement, Report of the Auditor's and Board of Directors' thereon are available on the website of the Company at www.naraingarhsugarmillsltd.com.

Further, a detailed analysis of Company's performance is included in the Management Discussion and Analysis Report ("MDAR"), which forms part of this Annual report. The Financial Statements of the Company for the F.Y. ended 31st March, 2024 have been prepared in accordance with applicable Indian Accounting Standards and the relevant provisions of the Act.

DIVIDEND

The Board of Directors has not recommended any dividend to be declared for the financial year 2023-24 in view of the losses suffered by the company.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the financial year ended 31st March, 2024, Your Company does not have any Subsidiaries, Associates and Joint Ventures, hence disclosure in Form AOC -1 is not required.

MATERIAL SUBSIDIARY

The Board of Directors of the Company had adopted a Policy for determining material subsidiary company in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website at www.naraingarhsugarmillsltd.com., presently there is no material subsidiary company.

TRANSFER TO RESERVES

Entire amount of Net loss of Rs. (2109.13) Lakhs for the financial year 2023-24, has been transferred to Surplus account, which appears under the head "Reserves and Surplus." No amount has been transferred to any other reserves.

SHARE CAPITAL

The authorized share capital of the company at the end of the Financial Year 2023-24 was Rs. 30,00,00,000/- (Rupees Thirty Crores) comprising of 2,10,00,000 equity shares of Rs. 10/- each and 90,00,000 Redeemable Preference Shares of Rs. 10/- each.

The Issued, subscribed and paid-up share capital of the company comprise of 2,03,12,200 equity shares of Rs. 10/- each (including calls in arrears amounting to Rs. 1,29,41,000/-) and 21,77,251 (12%) Redeemable Non-Cumulative Preference Shares of Rs. 10/- each.

There were no changes in the share capital of the company during the financial year 2023-24. There were no instance of bonus issue, right issue, ESOP, buy back of share or issue of shares with differential voting rights during the year.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and till the date of this Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in nature of business of the Company during the financial year 2023-24.

CASH FLOW STATEMENT

The Cash Flow Statement for the financial year ended 31st March, 2024 prepared in accordance with Accounting Standard -3, 'Statement of Cash Flows' is attached and forming part of the financial statements of the Company.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company laid down a framework and programme for familiarization of Independent Directors, which may be accessed on the Company's website www.naraingarhsugarmillsltd.com.

Independent Directors are familiarised with their roles, rights and responsibilities in the Company, the industry in which it operates, business model, etc. through various internal programmes and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. Details of the familiarization program on cumulative basis are available on the Company's website at www.naraingarhsugarmillsltd.com.

SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

The company does not have any subsidiary, associate or joint venture company. The provisions regarding disclosure of the performance of the entities are not applicable.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board Composition

Your Company's Board comprises of mixture of executive and non-executive directors with considerable experience and expertise in various fields and business strategy.

The details of the directors and their meetings held during the year have been given in the Corporate Governance Report, which forms part of this report.

The list of Directors & Key Managerial Personnel's of the Company during the financial year ending March 31, 2024 are as follows:

1. Mr. Sandeep Singh Ghuman (DIN: 07275838), Whole Time Director;
2. Mr. Manoj Kumar Das (DIN: 07693956), Independent Non-Executive Director;
3. Mr. Rayappa Ramappa Hanchinal (DIN: 08138621), Independent Non-Executive Director, and
4. Ms. Grupsi (DIN: 08788588), Non- Executive Independent Woman Director
5. Mr. Vijay Bhatia (PAN:- AEQPB8143K) Chief Financial Officer (CFO)
6. Ms. Prabhjot Kaur (PAN:- CJQPK4620R), Company Secretary & Compliance Officer.

Changes in Directors and Key Managerial Personnel's:

During the year Company secretary Ms. Misha Nahal resigned from the Company and Ms. Prabhjot Kaur appointed. (Details mentioned in CG report)

Declaration by Independent Directors

The Company has received the necessary declarations from all the Independent Directors under section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, that they meet the criteria of Independence laid down in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, all the independent directors are registered with data bank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Independent Directors have confirmed that they are not aware of any circumstances or situation, which exists or reasonably anticipated that could impair or impact his/her ability to discharge his/her duties with an objective independent judgment and without any external influence.

Furthermore, skills/expertise/competence of each independent director in specific functional areas and names of the Companies in which they hold Directorships and/or membership/chairmanship of Committees of the Board, as stipulated under specified regulation of the SEBI Listing Regulations is given in the Corporate Governance Report which is forming part of this Report.

Retirement by rotation and subsequent re-appointment

Pursuant to provisions of section 152 of the Companies Act, 2013 and subject to Articles of Association, Mr. Sandeep Singh DIN: 07275838 Executive Director, of the Company is liable to retire by rotation at an ensuing Annual General Meeting and being eligible has offered himself for re-appointment This shall not constitute a break in his office as the Whole Time Director of the Company. A brief resume, nature of experience in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 17 of the Listing Regulations, 2015, is provided in the notes to Notice of the AGM. The Board of Directors of your Company recommended the appointment.

None of the Directors are disqualified for being appointed as the Director of the Company in terms of section 164 of the Companies Act, 2013. During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, perquisites and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

DETAILS OF MANAGING BODY AND KEY MANAGERIAL PERSONNELS

The details of the managing body of the company as per the orders of the State Government of Haryana and the Key Managerial Personnel's (KMPs) in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013, read with rules framed thereunder, and includes supervision by the government officials.

S. No.	Name	Designation	Date Of Appointment	Date of cessation
1.	Mr. Sandeep Singh	Whole Time Director	14.08.2015	N.A.
2.	Ms. Misha Nahal	Company Secretary	29.12.2021	18-07-2023
3.	Prabhjot Kaur	Company Secretary	09.11.2023	27-06-2024
4.	Mr. Vijay Bhatia	Chief Financial Officer	14.11.2022	N.A.
5.	Mr. V K Singh	Unit Head		N.A.
6.	Ms. Grupsi	Independent Women Director	25/07/2020	N.A.
7.	Mr. Rayappa Hanchinal	Independent Director	28/11/2022	N.A.
8.	Manoj Das	Independent Director	28/11/2022	N.A.

MANAGEMENT COMMITTEE

In absence of the required Board of Directors, and due to non-payment of cane growers within time the mill is being supervised by government through a management committee.

POLICY ON REMUNERATION OF DIRECTORS, KMPs, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The remuneration paid to the Executive Directors is in accordance with the Nomination and Remuneration Policy of the company formulated in accordance with Section 134(3)(e) and Section 178(3) of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy have been outlined below:

- To identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel, Senior Management Personnel of the Company.
- To formulate the criteria for evaluation of performance of independent directors and the board of directors.
- To evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation of the Board and to determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the Board on all remuneration in whatever form, payable to the Directors, KMPs and Senior Management.

- To develop a succession plan for the Board and to regularly review the plan.
- To assist the Board in fulfilling responsibilities.

The Nomination and Remuneration policy is available on the website of the Company at the web-link <https://www.naraingarhsugarmillsltd.com/criteria-of-making-payments-to-non-executive-directors.php>.

NUMBER OF BOARD MEETINGS

During the year under review, 5 meetings of the Board were convened and held. Details and attendance of such Board meetings and management committee meetings are mentioned hereunder and also stated in the Corporate Governance Report:

Sr. No	Name	Category (Director)	Position	Number of meetings held during the year ended March 31, 2024	
				Held	Attended
1	Mr. Sandeep Singh	Whole Time Director	Chairman	5	5
2	Ms. Grupsi	Independent Women Director	Member	5	0
3	Mr. Rayappa Hanchinal	Independent Director	Member	5	5
4	Mr. Manoj Das	Independent Director	Member	5	4

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Since the composition of the Board was deficient and there were no effective Board procedures as per Companies Act, 2013 or LODR Regulations, no such performance evaluation was carried out during the year.

Evaluation of the directors is done on an annual basis. The process is led by the Nomination and Remuneration Committee with specific focus on the performance vis-à-vis the plans, meeting, challenging situations, performing leadership role, and effective functioning of the Board. The evaluation process also involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors and also considers the time spent by each of the directors, accomplishment of specific responsibilities and expertise, conflict of interest, integrity of director, active participation and contribution during discussions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm: -

- The Financial Statements of the Company for the year ended March 31, 2024, have been prepared on a going concern basis following applicable Indian accounting standards and that no material departure have been made from the same;

- In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable Indian accounting standards, have been followed along with proper explanation relating to material departures;
- Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at March 31, 2024 and of the profits and loss of the company for financial year ended March 31, 2024.
- 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 to safeguard the assets of the Company and for preventing and detecting fraud and other irregularities.
- the Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively; and
- Proper systems to ensure compliance with the provisions of all applicable laws in place and that such systems were adequate and operating effectively.

ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of Section 134 (3) (m) of the Companies Act, 2013 read with rules framed thereunder, the details of activities in the nature of Energy Conservation, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as '**Annexure-2**' and forms part of this report.

PARTICULARS OF REMUNERATION OF DIRECTORS AND KMPs

The information as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report is attached as **Annexure-1**.

The disclosure as per Section 197 of the Companies Act, 2013 read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. That annexure is not being sent to the Members and others entitled to this Report and the financial statements, as provided in Section 136 (1) of the Companies Act, 2013. Any member interested in obtaining a copy of the said Annexure may write to the Company Secretary at cs@nsml.in.

PARTICULARS OF EMPLOYEES:

During the year under review, there are no employees who comes within the purview of Section 134 (3)(q) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN

Pursuant to provision of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy the Annual Return of the Company for F.Y. 2023-24 is available on Company's website and can be accessed at www.naraingarhsugarmillsltd.com.

AUDITORS AND AUDITORS' REPORT

I.) STATUTORY AUDITORS

At the previous 29th AGM of the company, M/s P K Vasudeva & Co, Chartered Accountants (Firm Registration No. 000724N) were appointed as the Statutory Auditors of the company for a tenure of five years from the conclusion of the ensuing AGM to hold office up to the conclusion of AGM to be held in the year 2027. The Auditors have given their consent for appointment and have confirmed that their appointment, if made would be within the limits prescribed under the act.

The Auditors' report of the company issued by the Statutory Auditors contains certain observations and remarks. The remarks of the Auditors and the management reply thereof are provided hereunder:

Sr. No.	Comment/ remark of the Statutory Auditors	Management Reply
1.	We draw attention to Note 4.2 of the financial statements regarding Contingent Liabilities & Commitments (including default in repaying Term/Soft loans and guarantees) can adversely affect the financial viability of tile Company. Adverse decision by various adjudication authorities can further erode tile working capital as well as Share capital too. In spite of such serious nature, the management of the Company has prepare the financial statements without acknowledging the liability and prepare it on "Going Concern concept" However we have not been able to corroborate tile Management's contention of "Going Concern". Accordingly, we are unable to comment on tile "Going Concern Principle" of tile Company.	The management of the company as of now is vested into the state government of Haryana and the best efforts are being made to regularise the affairs of the company and deal with all the defaults. The management, keeping an optimistic approach has decided to continue to follow the "Going Concern Concept" for preparation of the financial statements.
2.	We draw attention to Note 4.4 of tile financial statements regarding default by Company in repaying Loans (Principal and Interest) from Bank/Financial Institution. An FIR dated 28 th December, 2021 was lodged u/s. 120B, 406, 409, 420, 468 & 471 of IPC against relative of Ex-Directors and other officers of the Company. The management of the Company is also taken over by tile State Government. Further land measuring 64 Acre in the name of Company was also attached by Hon 'ble Court vide order dated 25th February, 2022. These developments can adversely affect to the	The management of the company as of now is vested into the state government of Haryana and the best efforts are being made to regularise the affairs of the company and deal with all the defaults. The matter of FIR being subjudice is not commented upon. The management, keeping an optimistic approach has decided to continue to follow the "Going

	overall functioning of the Company and may also affect tile “Going Concern Concept” of the Company. In spite of such serious nature, the management of tile Company has prepare tile financial statements without acknowledging tile liability and prepare it on "Going Concern concept" However we have not been able to corroborate tile Management's contention of "Going Concern". Accordingly, we are unable to comment on this point.	Concern Concept” for preparation of the financial statements.
3.	We draw attention to Note 4.5, 4. I 2 & 4.13 of the financial statements regarding party balances including balance due from Mr. Rahul Anand who is tile prime party of FIR along with other Companies/Firms related to him. We are unable to comment on this point, since the matter is subjudiced.	The matter of FIR being subjudice is not commented upon. As about the balances due from other parties, the financial statements reflects the amounts as per the company's accounting records.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s P K Vasudeva & Co. in their Report dated June 20, 2024. Further, the Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013 read with rules framed thereunder, either to the Company or to the Central Government.

II.) SECRETARIAL AUDITORS

As required under Section 204(1) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed CS Ajay K. Arora, Practicing Company Secretary (M. No. 2191 & C.P. No. 993), to conduct the Secretarial Audit for the financial year 2023-24.

The Secretarial Audit Report submitted by CS Ajay K. Arora in the prescribed form MR- 3 is attached as ‘**Annexure-3**’ and forms part of this Report. The Secretarial Audit report contains certain observations and adverse remarks. Such adverse remarks and the management reply thereof are enclosed with this report as ‘**Annexure-3A**’.

III.) COST AUDIT

Pursuant to section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Cost record and Audit) Rules, 2014, as amended from time to time the Board of Directors of your Company has appointed M/s Khushwinder Kumar & Co, Cost Accountants (Registration No: 100123) as the Cost Auditor for the financial year 2024-25 on the recommendations made by the Audit committee. The remuneration proposed to be paid to the Cost Auditor, is subject to the ratification by the members at the ensuing AGM, would be not exceeding INR 75,000 INR Rupees Seventy Five Thousand Only) excluding taxes and out of pocket expenses, if any. Your directors recommend the ratification in remuneration payable to the Cost Auditors of the Company at ensuing Annual General Meeting.

Your company has received consent from Khushwinder Kumar & Co, Cost Accountants, to act as the Cost Auditor of your company for the financial year 2024-25 along with certificate confirming their Independence. No Cost Audit Report for the year ended 31st March 2023 was filed with the Registrar of Companies, within the prescribed time limit and for the year ended 31st March 2024 the same shall be filed within prescribed time after completion of Cost Audit by Cost Auditors.

The Company has made and maintained requisite Cost accounts and records as required to be maintained as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

CORPORATE GOVERNANCE

A report on corporate governance together with the Certificate from M/s. A. Arora & Co, Company Secretaries, confirming compliance with corporate governance norms as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

Management Discussion and Analysis Report as stipulated under the SEBI Listing Regulations, is presented in a separate section forming part of this Annual Report. Management Discussion and Analysis, covers the state of the Company's affairs business operations / performance of the Company's various businesses, internal controls and their adequacy, risk management systems, human resources and other material developments during the financial year 2023-24.

INTERNAL FINANCIAL CONTROL SYSTEM

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate and commensurate with the size, scale and complexity of its operation. The internal controls are tested for adequacy, efficiency and effectiveness through audits by the in- house internal audit department and the observations, corrective and preventative actions are reviewed by the management and Audit committee of the Board of Directors.

During financial year under review, no material or serious observation has been received from the Internal Auditors of the Company for inadequacy or ineffectiveness of such controls.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013, re-emphasizes the need for an effective Internal Financial Control System in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board Report.

To ensure effective Internal Financial Controls, the Company has laid down the following measures:-

- The Company's books of accounts are maintained in ERP and transactions are executed through ERP setups to ensure correctness/effectiveness of all transactions, integrity and reliability of reporting.

- The Company is having in place a Risk Management framework.
- The Company is having in place a well-defined Vigil Mechanism (Whistle Blower Policy).
- Compliance of Secretarial functions is ensured by way of Secretarial Audit.
- Compliance relating to Internal Control System of the Company is ensured by way of Internal Audit.

RISK MANAGEMENT

The primary objective of risk management is to protect the Company against risks to the value of the business, its capital and its continuity. In order to achieve the objective and for better governance, the Company has adopted a Risk Management Policy. The Policy sets out key risk areas - financial risks (including risk to assets), legislative and regulatory risks, environmental risks (including natural disasters), operational risks (markets, production, technology, etc.), risks relating to employment and manpower, and individual large transactional risks.

DISCLOSURE ON DEPOSITS UNDER CHAPTER V

The Company has neither accepted nor renewed any Deposits during the Financial Year 2023-24 in terms of Chapter V of the Companies Act, 2013. Further, the Company is not having any Unpaid or Unclaimed Deposits at the end of the Financial Year.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the Company. The Company has in place 'Policy for Prevention and Redressal of Sexual Harassment' in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (hereinafter referred "as the said act") and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee ('ICC') at the Registered Office, Works to deal with the Complaints received by the Company pertaining to gender discrimination and sexual harassment at workplace.

Policy on Prevention of Sexual Harassment at Workplace is available on company's website: www.naraingarhsugarmillsltd.com

Further, as per the provisions of Section 21 & 22 of the said Act, the Report on the details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:-

- | | |
|--|-----------------|
| a) Number of complaints received in the year | : Nil |
| b) Number of complaints disposed off during the year | : Nil |
| c) Number of cases pending more than ninety days | : Nil |
| d) Nature of action taken by the employer or district officer: | Not applicable. |

DEPOSITORY SYSTEMS

The Company has established connectivity with both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company has appointed M/s Alankit Assignments Limited, its Registrar and Share Transfer Agent across physical and electronic alternative.

PARTICULARS OF LOAN(S), GUARANTEE(S) OR INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans, guarantees, investments and securities provided by the company as on March 31, 2024 have been provided in the Financial Statements which forms part of the Annual Report. During the financial year 2023-24, the company has not given any loans or extended any guarantee or security to any other entity, in terms of the provisions of section 186 of the Companies Act, 2013.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

All the transactions with Related Parties are placed before the Audit Committee and are also placed before the Board for approval.

Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

All transactions entered into with related parties during the year were on arm's length basis, in the ordinary course of business and in accordance with the provisions of section 188 of the Companies Act, 2013, and Rules made thereunder read with Regulation 23 of the SEBI Listing Regulations, 2015. However, during the financial year ended on 31st March, 2024 the Company has not entered into any material related party transactions under the SEBI Listing Regulations, 2015 read with section 188 of the Companies Act, 2013; therefore Form AOC-2 does not form part of this report.

The details of the related party transactions entered as required under "Ind. As -24" are set out in Note to accounts to the standalone financial statements forming part of this Annual Report.

The company did not enter into any related party transactions as per the provisions of Companies Act, 2013 and the LODR Regulations.

The Company has formulated a policy on dealing with related party transactions which is posted on the website of the Company at the web link <https://www.naraingarhsugarmillsltd.com/policy-on-dealing-with-related-party-transactions.php>.

DISCLOSURE ON VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In Compliance with the provisions of section 177(9) of the Companies Act, 2013 read with Regulation 22 of the SEBI Listing Regulations, the Company has adopted a vigil mechanism/Whistle Blower Policy. The Company's vigil mechanism/Whistle blower Policy aims to provide the appropriate platform and protection for Whistle Blowers to report instances of fraud and mismanagement, if any and to promote reporting of any unethical or improper practice or violation of the Company's Code of Conduct or complaints regarding accounting, auditing, internal controls or suspected incidents of violation of applicable laws and regulations including the Company's code of conduct or ethics policy or Code of Conduct for Prevention of Insider Trading in the Company, Code of Fair practices and Disclosure. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chairman of the Audit Committee

Mr. Sandeep Singh, Whole-Time Director, nominated by the Board of Directors of the company to play the role of the Audit to report concerns about unethical behavior (actual or suspected), frauds and other grievances. No personnel of the Company have been denied access to the said Director. Adequate safeguards are being provided against victimization of whistle blowers availing of such mechanism.

Whistle Blower Policy of the Company is posted on the website of the Company at the web-link: <https://www.naraingarhsugarmillsltd.com/details-of-establishment-of-vigil-mechanism-whistle-blower-policy.php>.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

Order passed by Supreme Court Committee in W.P(C) No. 995/2019 on 24.08.2023 attached all the properties of the company & directed bailiff of the local court to give effect to the attachment by taking over physical possession of the properties attached & facilitate the valuer to enter the attached properties for inspection for furnishing the valuation report.

COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards - 1 and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India and approved by the Central Government.

COMPLIANCE OF ACCOUNTING STANDARD:

As per requirements of Listing Regulations, 2015 and applicable Accounting Standards, your Company has made proper disclosures in the Financial Statements. The applicable Accounting Standards have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

INDUSTRIAL RELATIONS

Industrial relations and work atmosphere remained cordial throughout the year with sustained communication and engagement with workforce through various forums.

SAFETY, HEALTH AND ENVIRONMENT

The Company continues to demonstrate strong commitment to safety, health and environment which have been adopted as core organizational values. The Company assures safety and facilities in accordance with statutory and regulatory requirements. Employees are continuously made aware of hazards/ risks associated with their job and their knowledge and skills are updated through requisite training to meet any emergency. Medical and occupational check-ups of employees and eco-friendly activities are promoted. The Company does not produce any kind of hazardous waste.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), 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.

There are no funds or shares lying with the Company to be transferred to IEPF account in accordance with Section 125 of the Companies Act, 2013 for the FY 2023-24.

TRANSFER OF SHARES TO IEPF

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account').

During FY 2023-24, there were no shares which are required to be transferred to IEPF Account.

GENERAL DISCLOSURE

During the year under review:

- The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of Companies Act, 2013 and Rules made thereunder.
- The Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company pursuant to the provisions of Section 67 of Companies Act, 2013 and Rules made thereunder.
- The Company has not bought back its shares, pursuant to the provisions of Section 68 of Companies Act, 2013 and Rules made thereunder.
- During the year, your Company has not issued any sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014;
- During the year under Report, no funds were raised through preferential allotment or qualified institutional placement.
- During the year under Report, no funds were raised through employee stock option scheme and employee stock purchase scheme.
- During the year under review, the Company has not made any application under Insolvency and Bankruptcy Code, 2016 and there is no proceeding pending under the said Code as at the end of the Financial Year;
- During the year, the Company has not undergone any one-time settlement and therefore the disclosure in this regard is not applicable.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 are not applicable to the company during the financial year 2023-24.

SUM DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

As on March 31, 2024 a sum of Rs. 23.58 Lakhs was payable towards Principal amount and the interest due thereon remaining unpaid to MSME supplier.

CEO/CFO CERTIFICATION:

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the certification by the Chief Executive Officer and Chief Financial Officer on the financial statements and Internal Controls relating to financial reporting is annexed to this Report.

ACKNOWLEDGEMENT

Employee relations throughout the Company were harmonious. The Board wishes to place on record its appreciation to all employees in the Company, for their sustained efforts and immense contribution to the good levels of performance and growth that the Company has achieved during the financial year under review.

Your Directors also place on record their sincere thanks and appreciation for the continuing support and assistance received from the financial institutions, banks, Government as well as non- government authorities, customers, vendors, and members during the financial year under review.

Date: 02.09.2024

Place: Naraingarh

By the order of Board of Directors
Naraingarh Sugar Mills Limited

SANDEEP SINGH GHUMAN
Chairman & Whole Time Director
DIN: 07275838

Annexure -2 to Director's Report

Disclosure of Particulars in respect of conservation of energy and technology

A. Conservation of energy

- (a) The company has installed most modern equipment in the plant in order to minimize energy consumption.
- (b) The company does not allow wastage of energy and resources.
- (c) Every department has been given different electric connections which are used only at the time of need. In the absence of staff all the electrical appliance are put off.

<u>Power and Fuel Consumption</u>			
1	Electricity:	Current Year (2023-24)	Previous Year (2022-23)
a)	Purchased Unit (Nos.)	Nil	Nil
b)	Amount (Rs.)	Nil	Nil
c)	Rate per unit (Rs.)	Nil	Nil
	Own Generation		
	i) Through Diesel Gen. Set		
	Unit (Nos.)	5543	7759
	Unit per liter of Diesel oil	2.11	2.59
	Diesel rate per unit (Rs.) @ 88.37	41.93	34.89
	ii) Through Steam Turbine		
	Generation unit	45824633.2	53008840.1
	Unit per Tonn of fuel	394.56	390.35
	Rate/Unit	5.5 & 5.45	5.50 & 5.45
	(Being Generated out of Steam required for process)		
2	Bagasse Quantity		
	(Quantity M.T.)	116138.97	135799.2
	Total Cost (Rs. In lacs)	3716.447	4073.98
	(Estimated due to own generation		
	Average Rate (Rs.)	3200	3000
3	Consumption per unit of Product		
	Electricity (KW/MT)	263.54	259.48
	Bagasse (MT/MT)	2.577	2.612

B. TECHNOLOGY ABSORPTION

- 1) The company is regularly carrying on activities of development of sugarcane in the area.
- 2) Agricultural implements, fertilizers, pesticides and cane seeds are supplied to the cane growers on loan basis and at subsidized rates.
- 3) Expenditure incurred on R & D – Nil
- 4) Total Expenditure as %age of Turnover – Nil
- 5) Technology absorption, adoption and innovation.
 - (a) The company has adopted latest technology in the plant to maximize production, yield, better quality and to minimize consumption of energy.
 - (b) Technology imported during last five years – Nil

C. FOREIGN EXCHANGE EARNING AND OUTGO

The company has not done any transactions in foreign exchange.

Date: 02.09.2024
Place: Naraingarh

By the order of Board of Directors
Naraingarh Sugar Mills Limited

SANDEEP SINGH GHUMAN
Chairman & Whole Time Director
DIN: 07275838

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,
Naraingarh Sugar Mills Limited,
Village: Banondi, Tehsil: Naraingarh,
Ambala, Haryana.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NARAINGARH SUGAR MILLS LIMITED (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the NARAINGARH SUGAR MILLS LIMITED’S books, papers, forms, and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents, and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2024, not entirely complied with the statutory provisions listed hereunder. There are violations and non compliances to the extent of events of non- compliances as listed in this report, and also that the Company has no proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, forms and returns filed and other records maintained by NARAINGARH SUGAR MILLS LIMITED (“the Company”) for the financial year ended on March 31, 2024 under the provisions of below mentioned regulations:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the company during the financial year under review.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company during the financial year under review.

- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
- f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
- g) 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 as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Government of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, being listed on BSE Limited. The trading of the company's shares stands suspended on BSE Limited for last several years and the company has not been duly complying with the regulations and statutes applicable based on its listed status.

During the period under review the Company has not generally complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above to the extent of events of non- compliances as listed in this report.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is constituted with one Executive Director and Non-Executive Independent Directors.

As informed by the management, the company had re-appointed Ms. Sandeep Singh as the Whole Time Director for another term of 3 years w.e.f. 17.10.2020. The company being in default of repayment of loans from financial institutions during the said financial year, is yet to obtain the approval/ consent of such financial institutions for the said re-appointment and payment of remuneration of the whole-time director as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

The approval of the members for re-appointment of Mr. Sandeep Singh as Whole Time Director w.e.f. 17.10.2023 has been sought vide special resolution passed by the shareholders through postal ballot dated 20.04.2024. The company is in contravention to the provisions of regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further, the disclosures in the explanatory statements are not entirely in compliance with the Schedule V of the Companies Act, 2013

Ms. Grupsi (DIN: 08788588) represented as one of the Independent Directors of the company has not attended any meetings of the Board/ Management Committee since the previous year. Accordingly, she was liable to vacate the office of Director in terms of Section 167 (1)(b) of the companies Act, 2013. Neither the company nor the Director has taken any measure to affect the vacation of office. However, in view of the contraventions stated here, the company effectively had no woman director on the Board during the year. Further, the Director Identification Number (DIN) of Ms. Grupsi is

deactivated due to non-filing of KYC. Consequently, the composition of the Board of Directors was deficient and not in compliance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year, the operations and management of the company were being supervised by the State Government of Haryana. Consequently, the operations were run through a Management Committee constituted by the State Government of Haryana in collaboration with and through the Board of Directors of the company.

The company is yet to file the necessary returns for changes in the composition of the Board of Directors with the Registrar of Companies and further no intimations of change of management is given to the stock exchange.

2. As per the representation made by the management, notice is given to all directors, including the ex-officio directors, to schedule the Meetings, agenda and notes on agenda were sent.

However, no documentary evidences of circulation of these documents in compliance with the Secretarial Standards has been maintained by the company. Moreover, no signed minutes of attendance records were available for inspection in respect of the said meetings. Further, the composition of the Board being in default, the Board meetings were not duly held in terms of presence of quorum.

3. All decisions are carried out through majority and as per the directions of the state government of Haryana.
4. The company has no proper board processes on account of deficient composition of the Board and the takeover of the operations and the management of the company by State Government of Haryana and composition of a committee vide its order dated 07.01.2020.

I further report that during the audit period:

1. *The official website as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not yet updated for all the prescribed contents and there are several irregularities in compliance with the applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including but not limited to approval of the periodical financial results and allied periodic filings and submissions with the Stock Exchange. The company has not yet paid the outstanding listing and custodian fees. Also, the entire shareholding of the promoters of the company is not yet dematerialized.*
2. *The company has not been complying with the SEBI Regulations pertaining to approval and reporting of periodical financial results with reports from auditors, other periodical reporting and disclosures with the stock exchanges, approvals and dissemination of policies etc.*
3. *On account of the deficient composition of the Board of Directors of the company, the statutory and regulatory committee as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the composition of the committees were not entirely in compliance with the applicable regulations.*
4. *The company has not filed the certain returns/ forms pertaining to changes in composition of Board, MSME Returns, DPT-3, and Forms MGT-14 for several resolutions passed by the Board of Directors*

and shareholders during the audit period, with the office of Registrar of Companies as per the requirements of Companies Act, 2013.

5. *During the Audit period, the provisions regarding the minimum number of the meetings for statutory committees and the Independent Director is not complied with.*
6. *The company has not appointed an Internal Auditor as per the requirements of Section 138 of the Companies Act, 2013 for the audit period.*
7. *The company has calls in arrears on the equity shares, due from public shareholders which has been overdue for over 25 years. Further, the Redeemable Preference Shares as appearing in the financial statements were due for redemption in the FY 2010-11. The company has still not redeemed the preference shares.*
8. *The trading of the company's shares stands suspended on BSE Limited for last several years. On account of the suspended trading, the company has not been able to comply with the requirement of these regulations pertaining to closure of trading window or monitoring the dissemination of Unpublished Price Sensitive Information etc.*
9. *The company has created a charge in favour of The Ambala Central Co-operative Bank for an aggregate amount of loans outstanding as on 31.03.2021 against the company. In respect of the charge so created, it is informed that not all the assets/ properties covered under the Master Loan agreement were charged as per the return. Only those properties/ assets which were under mutation of the charge holders were given in the form and the properties/ assets under litigation were excluded.*
10. *During the year, one of the resolutions proposed as a special item in the 30th AGM of the company regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item. In view of the same, the company has incurred violations of section 196 (4) in addition to the violation of regulation 17 (1C) of the LODR Regulations as stated above.*

Apart from the business stated above, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place: Chandigarh

Date:

UDIN:

For A. ARORA & COMPANY

AJAY K. ARORA

(Proprietor)

FCS No. 2191

C P No.: 993

Peer review Certificate No. 2120/2022

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

To,
The Members,
Naraingarh Sugar Mills Limited,
Village: Banondi, Tehsil: Naraingarh,
Ambala, Haryana.

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

Place: Chandigarh

Date:

UDIN:

For A. ARORA & COMPANY

AJAY K. ARORA
(Proprietor)

FCS No. 2191

C P No.: 993

Peer review Certificate No. 2120/2022

Annexure- 3A

Sr. No	Observation of Secretarial Auditor	Management reply
1	<p>The Board of Directors of the Company is constituted with one Executive Director and Non-Executive Independent Directors.</p> <p>As informed by the management, the company had re-appointed Ms. Sandeep Singh as the Whole Time Director for another term of 3 years w.e.f. 17.10.2020. The company being in default of repayment of loans from financial institutions during the said financial year, is yet to obtain the approval/ consent of such financial institutions for the said re-appointment and payment of remuneration of the whole-time director as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.</p> <p>The approval of the members for re-appointment of Mr. Sandeep Singh as Whole Time Director w.e.f. 17.10.2023 has been sought vide special resolution passed by the shareholders through postal ballot dated 20.04.2024. The company is in contravention to the provisions of regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further, the disclosures in the explanatory statements are not entirely in compliance with the Schedule V of the Companies Act, 2013</p> <p>Ms. Grupsi (DIN: 08788588) represented as one of the Independent Directors of the company has not attended any meetings of the Board/ Management Committee since the previous year. Accordingly, she was liable to vacate the office of Director in terms of Section 167</p>	<p>The company is being managed exclusively by the Management Committee constituted by the State Government of Haryana vide its order dated 07.01.2020.</p> <p>The appointments to the key positions is approved by the management Committee only. The company has obtained the necessary approvals for the said reappointment and payment of remuneration through Management Committee.</p> <p>However, the specific No Objections/ approvals under Section 197 of the Companies Act, 2013 is being obtained on record from Financial institutions.</p> <p>Ms. Grupsi was earlier appointed as an Independent Director of the company for a term of 5 years. However, during the financial year and the year before, she has been entirely unresponsive to the company's affairs and has not been attending any meetings. Further, she has not even served her resignation.</p> <p>The company is in the process of the ensuring the necessary compliances as</p>

	<p>(1)(b) of the companies Act, 2013. Neither the company nor the Director has taken any measure to affect the vacation of office. However, in view of the contraventions stated here, the company effectively had no woman director on the Board during the year. Further, the Director Identification Number (DIN) of Ms. Grupsi is deactivated due to non-filing of KYC. Consequently, the composition of the Board of Directors was deficient and not in compliance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>During the financial year, the operations and management of the company were being supervised by the State Government of Haryana. Consequently, the operations were run through a Management Committee constituted by the State Government of Haryana in collaboration with and through the Board of Directors of the company.</p> <p>The company is yet to file the necessary returns for changes in the composition of the Board of Directors with the Registrar of Companies and further no intimations of change of management is given to the stock exchange.</p>	<p>required with regard to corrections in the composition of the Board of directors as per the applicable regulations.</p> <p>The company is in the process of ensuring that the necessary compliance in respect of the DIN of all directors and other regulatory registrations to be updated in due course.</p> <p>The company is in the process of filing the necessary returns at the earliest.</p>
2	<p>As per the representation made by the management, notice is given to all directors, including the ex-officio directors, to schedule the Meetings, agenda and notes on agenda were sent.</p> <p>However, no documentary evidences of circulation of these documents in compliance with the Secretarial Standards has been</p>	<p>The company is being managed exclusively by the Management Committee constituted by the State Government of Haryana vide its order dated 07.01.2020.</p> <p>The company necessary meetings are called and held as per the directions thereof.</p>

	<p>maintained by the company. Moreover, no signed minutes of attendance records were available for inspection in respect of the said meetings. Further, the composition of the Board being in default, the Board meetings were not duly held in terms of presence of quorum.</p>	
3	<p>All decisions are carried out through majority and as per the directions of the state government of Haryana.</p>	
4	<p>The company has no proper board processes on account of deficient composition of the Board and the takeover of the operations and the management of the company by State Government of Haryana and composition of a committee vide its order dated 07.01.2020.</p>	<p>The company is being managed exclusively by the Management Committee constituted by the State Government of Haryana vide its order dated 07.01.2020.</p>
5	<p>The official website as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not yet updated for all the prescribed contents and there are several irregularities in compliance with the applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including but not limited to approval of the periodical financial results and allied periodic filings and submissions with the Stock Exchange. The company has not yet paid the outstanding listing and custodian fees. Also, the entire shareholding of the promoters of the company is not yet dematerialized.</p>	<p>The company is facing severe liquidity crisis and is not able to meet all its expenses. The company has established a functional website which will be updated shortly.</p>
6	<p>The company has not been complying with the SEBI Regulations pertaining to approval and reporting of periodical financial results with reports from auditors, other periodical reporting and disclosures with the stock</p>	<p>The company has been trying to comply entirely with the applicable regulations.</p>

	exchanges, approvals and dissemination of policies etc.	
7	On account of the deficient composition of the Board of Directors of the company, the statutory and regulatory committee as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the composition of the committees were not entirely in compliance with the applicable regulations.	The company has been trying to comply entirely with the applicable regulations.
8	The company has not filed the certain returns/ forms pertaining to changes in composition of Board, MSME Returns, DPT-3, and Forms MGT-14 for several resolutions passed by the Board of Directors and shareholders during the audit period, with the office of Registrar of Companies as per the requirements of Companies Act, 2013.	The company is in the process of filing the necessary returns at the earliest.
9	During the Audit period, the provisions regarding the minimum number of the meetings for statutory committees and the Independent Director is not complied with.	The Company will comply in this Financial year.
10	The company has not appointed an Internal Auditor as per the requirements of Section 138 of the Companies Act, 2013 for the audit period.	The Company has identified a suitable firm. The Company is in the process to finalise the same.
11	The company has calls in arrears on the equity shares, due from public shareholders which has been overdue for over 25 years. Further, the Redeemable Preference Shares as appearing in the financial statements were due for redemption in the FY 2010-11. The company has still not redeemed the preference shares.	Being under the supervision of the state Government, with the priority to streamline the affairs of the company, the management has not yet taken a decision regarding the calls in arrears. The company is facing severe liquidity crisis and is not in a position to meet such big financial obligation as of now.
12	The trading of the company's shares stands suspended on BSE Limited for last several years. On	The trading of the company's shares was suspended on account of non payment of listing fee and other regulatory reasons.

	account of the suspended trading, the company has not been able to comply with the requirement of these regulations pertaining to closure of trading window or monitoring the dissemination of Unpublished Price Sensitive Information etc.	The company was earlier making efforts to revive the listing status of the company. However, considering the cost involved for relisting and the severe paucity of funds in the company, alternative course of action is being explored.
13	The company has created a charge in favour of The Ambala Central Co-operative Bank for an aggregate amount of loans outstanding as on 31.03.2021 against the company. In respect of the charge so created, it is informed that not all the assets/ properties covered under the Master Loan agreement were charged as per the return. Only those properties/ assets which were under mutation of the charge holders were given in the form and the properties/ assets under litigation were excluded.	The charge has been filed as per the guidance and instructions of the State Government of Haryana, who has now taken over the control of the company.
14	During the year, one of the resolutions proposed as a special item in the 30 th AGM of the company regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item. In view of the same, the company has incurred violations of section 196 (4) in addition to the violation of regulation 17 (1C) of the LODR Regulations as stated above.	

Date: 02.09.2024
Place: Naraingarh

By the order of Board of Directors
Naraingarh Sugar Mills Limited

SANDEEP SINGH GHUMAN
Chairman & Whole Time Director
DIN: 07275838

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY OVERVIEW

SUGAR INDUSTRY- SCENARIO IN INDIA

According to AISTA (All India Sugar Traders Association) in the year 2023-24 the sugar production is around 31.6 million tonnes for the 2023-24 season (October-September), about four per cent lower than the previous season. In the previous 2022-23 season, sugar production was 32.9 million tonnes.

With estimated sugar production of 31.6 million tonnes and opening stock of 5.7 million tonnes, the availability of sugar in the country is likely to be 37.3 million tonnes, which is higher than the estimated domestic consumption of 29 million tonnes.

OUTLOOK OF THE COMPANY:

COMPANY STRUCTURE AND DEVELOPMENT

The Company is located at Village Banondi, PO: Shahzadpur, Teh. Naraingarh, Distt. Ambala, Haryana. The plant started with an initial crushing capacity of 2500 tons of cane crushed per day (TCD), which has been gradually increased to 4000 TCD. The Company has one of the most modern and efficient sugar factories in the country.

OPERATIONAL PERFORMANCE

The crushing for the season 2023-24 started on November 17, 2023 and cane crushed during season 2023-

24 was 40.430 Lac Qtls as compared to 48.421 Lac Qtls in the last season.

Particulars	Unit	Sugar		
		2023-24	2022-23	2021-22
Cane Crush	Lacs Qtls	40.430	48.42	46.25
Recovery	%	10.62	10.68	10.58
Sugar Production	Lacs Qtls	4.294	5.172	4.893

FINANCIAL PERFORMANCE

(Amount in Lakhs)

Particulars	Year ended March, 2024	Year ended March, 2023
Income from operations		
Net sales/income from operations	22914.61	21571.76
Other operating Income	3.01	599.26
Other Income	0.88	39.92
Total Income	22918.50	22210.94
Total expenses (excluding Depreciation and Finance costs)	20941.64	19361.43
EBIDTA	1976.86	2849.51
Depreciation and Amortisation	924.13	995.03
Finance costs	3866.86	3362.77
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	(2814.13)	(1508.29)
Other Comprehensive Income/(Loss)	(27.31)	13.39
Profit / (Loss) from ordinary activities before tax		
Tax expense/ Deferred Tax	(732.31)	(391.02)
Net Profit / (Loss) from ordinary activities	(2109.13)	1103.89

RISK AND CONCERNS-SWOT

Analysis Strengths

- Located close to sugarcane rich belt of Western UP with high sucrose varieties of cane.
- The Company has continued its focus on cane quality promotion and is continually investing in cane variety development. The same are also visible in form of increased availability of high yield variety of cane and higher Sugar recovery.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The processes and controls are reviewed periodically. The Company has a mechanism of testing the controls on regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company considers human capital as a critical asset and success factor for smooth organizational work flow. Efforts are made to improve skills, knowledge and performance of employees by timely training, job satisfaction and enrichment. The Company has added to its fold, experienced manpower in line with future areas of growth.

FUTURE OUTLOOK

The sugar industry will be a major player in producing cost effective energy and fuel from its by-products bagasse and molasses. Bagasse can be processed for co-generation of power, ethanol produced from molasses can be used for blending with petrol for motor fuel.

Weaknesses

- The State Government decides sugarcane prices in a manner that is not linked to sugar prices.

Unviable sugarcane prices may impact the profitability of the Company.

- High Cane arrears due to low sugar prices.
- Risk of coercive measures by the State Government on account of huge cane arrears.

Opportunities

- Higher recovery, Higher rates of by-products of Sugar.
- Government support towards production of Ethanol.

Threats

- Due to domestic surplus, there could be a softening in the sugar prices affecting the profitability.
- Increase in State Administrative Price of Sugarcane by the State Government.
- Reduction of Co-generation tariffs

INDUSTRY STRUCTURE AND DEVELOPMENTS.

The company is developing new ways to expand its operational activities and management of the company is confident enough to increase the profits in the years to come.

CAUTIONARY STATEMENT

The above Management Discussion and Analysis Report contains “forward looking statements” within the meaning of applicable laws, and regulations and is futuristic in nature. All statements that address expectations or projections about the future, including, but not limited to statements about the Company’s strategy for growth, market position, expenditures and financial results are forward looking statements.

Company’s actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

Date:
02.09.2024

Place:
Naraingarh

By the order of Board of Directors
Naraingarh Sugar Mills Limited

SANDEEP SINGH
GHUMAN Chairman &
Whole Time Director DIN:
07275838

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At NSML, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Conduct is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board'), under the supervision of the Management Committee constituted by the State Government of Haryana are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

BOARD OF DIRECTORS

SIZE AND COMPOSITION OF BOARD

The present policy of NSML regarding size and composition of the Board is to have an optimum combination of Executive and Non-Executive Directors along with Woman Director which clearly demarcate the functions of governance and management.

As on 31st March, 2024, the Board comprises of 4 (Four) members, 1 (One) of which is Independent Non-Executive Woman Director, 2 (Two) Independent Non Executive Directors and remaining 1 (One) is an Executive Director.

The composition of the Board is not in conformity with Regulation 17 of the SEBI Listing Regulations as well as the Companies Act, 2013 read with the rules issued thereunder. As detailed in the Directors' report above, an audit team was constituted by the Finance Department of the State Government of Haryana because of inadequate composition of the Board of Directors of the company.

ROTATION/REAPPOINTMENT OF DIRECTORS

Retirement by rotation and subsequent re-appointment

Pursuant to the provisions of Section 149(13) of the Companies Act, 2013 and the Articles of Association of the Company all Directors except Independent Directors are liable to retire by rotation. Accordingly, Mr. Sandeep Singh, Whole Time Director of the Company, retire from the

Board by rotation this year and being eligible, has offered his candidature for re-appointment. This shall not constitute a break in his office as the Whole Time Director of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the criteria of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations.

The changes in the composition of the Board that occurred during the year have been stated in the Directors' report for the FY 2023-24 which forms a part of this Annual report.

Pursuant to the provisions of Section 149(13) of the Companies Act, 2013 and Articles of Association of the Company all Directors except Independent Directors are liable to retire by rotation. The Independent Directors of Company holds office for 5 (Five) consecutive years.

DIRECTORS ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIP(S) AND COMMITTEE MEMBERSHIP(S)

As mandated by Regulation 26 of the SEBI Listing Regulations, none of the Director is a member of more than 10 (Ten) Board level Committees or Chairman of more than 5 (Five) Committees across all listed companies in which he/she is a Director. Directors' attendance at the Board Meetings during the financial year and the last AGM and also their Directorships and Memberships in other committees is given below:

Composition of the Board, Attendance Record, Directorships and Committee Membership for the Financial Year 2023-24:

Brief Information about Directors		Attendance record during Financial Year 2023-24			Directorship/Membership/ Chairmanship as on 31 st March, 2024			Direct orship in other listed ent ity (Ca teg ory of Dir ect orship)
Name and category of the Directors	Director s Identific ation Number (DIN)	Number of Board Meeting held and attended		Attenda nce at the last AGM	Number of Directorshi ps in all Companies ** as on 31 st March, 2024	Number of Committee Positions held in all Companies*** as on 31 st March, 2024		
		Held	Attend ed			Chairma n	Me mbe r	
Mr. Sandeep Singh, Executive Professional Director	07275838	5	5	Yes	1	0	3	0
Ms. Grupsi,	08788588	5	0	No	1	0	0	0

Non-Executive Independent Director (Woman Director)								
Mr. Rayappa Ramappa Hanchinal, Non Executive Independent Director	08138621	5	5	Yes	2 Kaveri Seeds Company Ltd; Naraingarh Sugar Mills Limited	2	1	1
Mr. Manoj Kumar Das, Non Executive Independent Director	07693956	5	4	Yes	4 GNRC Limited; Naraingarh Sugar Mills Limited; Prayuktivati on Private Limited; Lokoratnagarbhaa Dr Dolly Das Folk Culture Foundation	1	2	0

**This includes Directorships in all Companies (Listed, Unlisted Public and Private Limited Companies incorporated in India) including Naraingarh Sugar Mills Limited.

*** For the purpose of considering the limit of the committees on which a Director can serve, all public limited companies, whether listed or not, including Naraingarh Sugar Mills Limited is considered.

LIMIT ON THE NUMBER OF DIRECTORSHIPS

Pursuant to the provisions of Section 165 of the Companies Act, 2013, no person shall hold the office as a Director, including any directorship in more than twenty companies at the same time, provided that the maximum number of Public Companies in which a person can be appointed as a Director shall not exceed ten.

In compliance with Regulation 25 of the SEBI Listing Regulations, the Independent Director on the Board of the Company does not serve as an Independent Directors in more than 7 (Seven) Listed Companies and in case he/she is serving as a Whole Time Director in any Listed Company, does not hold position as an Independent Director in more than 3 (Three) Listed Companies.

Also as required under Regulation 17A of the amended SEBI Listing Regulations, 2015, the Board Members of the Company does not serve as a Director in more than 8 (eight) listed entities and

in case he/she is serving as Independent Director on the Board of the Company, does not hold position as an Independent Director in more than 7 (Seven) Listed Companies and in case he/she is serving as a Whole Time/Managing Director in any Listed Company, does not hold position as an Independent Director in more than 3 (Three) Listed Companies.

Accordingly, all Directors are in compliance with the above mentioned provisions of Companies Act, 2013 and SEBI Listing Regulations.

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

Pursuant the provisions of Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company has been fixed for a period of 5 (Five) consecutive years commencing from the date of their respective appointments.

FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

- a. In accordance with the provisions of SEBI Listing Regulations read with Schedule IV of the Companies Act, 2013, the Company has issued formal letters of appointment to all the Independent Directors.
- b. The terms and conditions of Appointment of Independent Directors has been disseminated on the Company’s website at www.naraingarhsugarmillsltd.com

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

Evaluation of the directors is done on an annual basis. The process is led by the Nomination and Remuneration Committee with specific focus on the performance vis-à-vis the plans, meeting, challenging situations, performing leadership role, and effective functioning of the Board. The evaluation process also considers the time spent by each of the directors, accomplishment of specific responsibilities and expertise, conflict of interest, integrity of director, active participation and contribution during discussions.

The performance evaluation of Independent Directors was done by the entire Board of Directors excluding the Directors being evaluated.

CONFIRMATION OF BOARD REGARDING INDEPENDENT DIRECTORS

It is hereby confirmed that in the opinion of the Board, the independent directors fulfill the conditions specified in the Companies Act, 2013 read with Schedule IV of the Act and the SEBI Listing Regulations and are independent of the management. As required under the Act, the Independent Directors held a separate meeting to assess the functioning of the Board and its Committees and to evaluate the performance of the Directors, Chairman and Executive Director. The maximum tenure of the Independent Directors is in compliance with the provisions of the Listing Regulations, 2015 and the Act.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

Pursuant to Section 149(8) read with Schedule IV of the Act and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, meeting of Independent Directors not held during the year.

Attendance of Independent Directors in Independent Directors Meeting:

Directors	Meetings held during Year	Meetings Attended
Ms. Grupsi	Nil	Nil
Mr. Rayappa Ramappa	Nil	Nil

Hanchinal		
Mr. Manoj Kumar Das	Nil	Nil

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, the Company laid down a framework and programme for familiarization of Independent Directors, which may be accessed on the Company’s website www.naraingarhsugarmillsltd.com.

Independent Directors are familiarised with their roles, rights and responsibilities in the Company, the industry in which it operates, business model, etc. through various internal programmes and through presentations on economy & industry overview, key regulatory developments, strategy and performance which are made to the Directors from time to time. Details of the familiarization program on cumulative basis are available on the Company’s website at www.naraingarhsugarmillsltd.com.

BOARD MEMBERSHIP CRITERIA AND LIST OF CORE SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED IN THE CONTEXT OF THE BUSINESS

The Board of Directors is collectively responsible for selection of a Member on the Board. The Board of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non - Executive Directors consistent with the requirements of law;
- Professional qualifications, expertise and experience in specific area of relevance to the Company;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest;
- Availability of time and other commitments for proper performance of duties;
- Personal characteristics being in line with the Company’s values, such as integrity, honesty, transparency, pioneering mindset;

Matrix /Table containing skills, Expertise and Competencies of the board of directors.

In terms of requirement of Schedule V of SEBI Listing Regulations, the Board has identified the following core skills/expertise/ competencies of the Directors in the context of the Company’s business for effective functioning as given below:

Skills and its description	Mr. Sandeep Singh	Ms. Grupsi	Mr. Manoj Kumar Das	Mr. R R Hanchinal
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Experience in leading well-governed organizations*			✓	✓
Experience of crafting Business Strategies**	✓	✓	✓	✓
Finance and Accounting Experience***	✓			
Experience of large Companies and understanding of the changing regulatory landscape****			✓	✓

- * **Experience in leading well-governed organizations** – Experience in leading well-governed organizations, with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- ** **Experience of crafting Business Strategies** - Experience in developing long-term strategies to grow consumer/ Rice business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions.
- *** **Finance and Accounting Experience** - Leadership experience in handling financial management of a well-governed organization along with good understanding of accounting and financial statements.
- **** **Experience of large Companies and understanding of the changing regulatory landscape** - Experience of having served in large public companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS

The Non-Executive Directors of the Company neither holds any Equity Shares. Further the Company is not having any convertible instruments.

ROLES AND RESPONSIBILITIES OF THE BOARD

The primary role of the Board is that of trusteeship to protect and enhance shareholders value through strategic direction to the Company. As trustee, the Board of Directors has fiduciary responsibility to ensure that the company has clear goals aligned to shareholders value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgment. The Board sets strategic goals and seeks accountability for their fulfilment. The Board also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils Stakeholders aspirations and societal expectations.

• **Disclosure of Information**

- Members of Board of Directors and Key Managerial Personnel shall disclose to the Board of Directors whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.
- The Board of Directors and Senior Management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

- **Key functions of the Board**

- The Board reviews and guides Corporate Strategy, Major Plans of Action, Key policies, Annual Budgets and Business Plans; Setting Performance Objectives; Monitoring Implementation and Corporate Performance; and Overseeing Major Capital Expenditures, Acquisitions and Divestments.
- Board monitors the effectiveness of the Company's governance practices and making changes as needed.
- Selects, Compensates, Monitors and when necessary, replaces key executives and overseeing succession planning.
- Ensures a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- Monitors and manages potential conflicts of interest of Management, Board Members and Shareholders, including misuse of corporate assets and abuse of Related Party Transactions.
- Ensures the integrity of the Company's accounting and financial reporting systems, including the Independent Audit, and that appropriate systems of control are in place, in particular, systems for Risk Management, Financial and Operational Control, and Compliance with the law and relevant standards.
- Oversees the process of disclosure and communications.
- Monitors Board evaluation framework.
- Aligned Key Managerial Personnel and remuneration of Board of Directors with the longer term interests of the Company and its Shareholders.
- Company has well established Committees of the Board of Directors, and their mandate, composition and working procedures have been well defined.

- **Role of Independent Directors**

Independent Directors have emerged as the cornerstones of the worldwide Corporate Governance movement. Their increased presence in the boardroom has been hailed as an effective deterrent to fraud and mismanagement, inefficient use of resources, inequality and unaccountability of decisions and as a harbinger for striking the right balance between individual, economic and social interests.

INTER-SE RELATIONSHIP AMONGST DIRECTORS

None of the directors of the company are related to each other inter-se.

BOARD MEETINGS AND PROCEDURES

A. BOARD MEETINGS

Company's Corporate Governance requires the Board to meet at least four times in a year at least once in every quarter, inter alia, to review the quarterly results and other items on the agenda and minimum 4 (four) pre-scheduled Board meetings are held every year. Additional Board Meetings may be convened to address the specific needs of the Company. In case of business exigencies or matters of urgency, the Board may also approve resolutions by

Circulation as permitted under Companies Act, 2013. The maximum gap between two Board Meetings should not be more than 120 (One hundred and twenty) days as prescribed under Regulation 17 of the SEBI Listing Regulations. During the financial year ended March 31, 2024, 5 Five meetings of the Board of Directors were held on 21st of June, 2023, 29th September, 2023, 9th of September, 2023, 15th of February, 2023 and 13th of March 2024.

The meetings were held as per the requirements of business and at intervals within the legally permitted limits. The necessary quorum was present in all the Board meetings. Leave of Absence was granted to the concerned Directors who could not attend the respective Board meeting.

B. BOARD PROCEDURE

The meeting of Board of Directors and Committees of Board of Directors are governed with the structured agenda. The Agenda is prepared in consultation with the Chairman of the Board/Committees of Board and other Board/Committee Members. The Agenda for the Meetings of the Board/Committees of Board together with the appropriate supporting documents are circulated well in advance to all the Board/Committee members. Detailed presentations are also made to the Board/Committee Members covering operations, Business Performance, Finance, Sales, Marketing, Domestic Business Environment and related details. All necessary information including but not limited to those as mentioned in Part-A Schedule II of the SEBI Listing Regulations are placed before the Board/Committee Members to enable it to discharge its responsibility for the strategic supervision of the Company. The Board/Committee Members also reviews periodical compliances of all laws, rules and regulations. At the Board/Committees Meeting, the members have full freedom to express their opinion and decisions are taken after detailed deliberations. Members of the Senior Management team are also invited to attend the Board/Committees Meetings as and when required, which provides additional inputs to the items being discussed by the Board/Committees Meetings.

C. DETAILS OF BOARD MEETINGS HELD AND ATTENDED BY THE DIRECTORS DURING FINANCIAL YEAR 2023-24:

S. No.	Date of Board Meetings	Board Strength	Number of Directors Present	% of attendance
1.	21/06/2023	4	3	75%
2.	29/09/2023	4	3	75%
3.	09/11/2023	4	3	75%
4.	15/02/2024	4	3	75%
5.	13/03/2024	4	2	50%

D. SHAREHOLDING OF DIRECTORS

None of the directors of the company holds any shares in the company as on 31.03.2024.

COMMITTEES OF THE BOARD

The details of the managing body of the company the Key Managerial Personnel's (KMPs) in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013, read with rules framed thereunder, are as follows:-

S. No.	Name	Designation	Date Of Appointment	Date of cessation
1.	Mr. Sandeep Singh	Whole Time Director	14.08.2015	N.A.
2.	Ms. Misha Nahal	Company Secretary	29.12.2021	18-07-2023

3.	Ms. Grupsi	Non- Executive Independent Director (Woman Director)	25.07.2020	N.A.
4.	Mr. Rayappa Ramappa Hanchinal	Non-Executive Independent Director	28.11.2022	N.A.
5.	Mr. Manoj Kumar Das	Non-Executive Independent Director	28.11.2022	N.A.
6.	Mr. Vijay Bhatia	CFO	14.11.2022	N.A.
7.	Mrs. Prabhjot Kaur	C.S.	09.11.2023	27-06-2024

MANAGEMENT COMMITTEE

In absence of the required Board of Directors, and due to non-payment of cane growers within time the mill is being supervised by government.

STATUTORY AND REGULATORY COMMITTEES:

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI Listing Regulations. The composition, procedure, Role / Function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI Listing Regulations. The Committee comprises of four members out of which three are Directors and 2/3rd are Independent Directors one is Chief Financial Officer (CFO) and Chairperson of the committee is an Independent Director, The Chairman of the Committee, Mr. Manoj Kumar Das, has considerable accounting and related Financial Expertise. All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management.

The Statutory Auditors and the Internal Auditors of the Company attend the meetings of the Committee on the invitation of the Chairman. The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Audit Committee met four times during the financial year ended March 31, 2024 on 21/06/2023, 29/09/2023, 09/11/2023 and 15/02/2023. The necessary quorum was present for all the meetings.

a. The composition of the Committee during financial year ended March 31, 2024 and the details of meetings

attended by the members are as under:

Name	Designation	Category	Committee Strength	Number of meetings held during the year ended March 31, 2024		% of attendance
				Held	Attended	
Mr. Manoj Kumar Das	Chairman	Independent Non-Executive Director	4	4	3	75%
Mr. R R Hanchinal	Member	Independent Non-	4	4	4	100%

		Executive Director				
Mr. Sandeep Singh	Member	Executive Director	4	4	4	100%
Mr. Vijay Bhatia	Member	Chief Financial Officer	4	4	4	100%

b. The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section

178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee comprises of four members out of which three are non-executive directors and 2/3rd are independent directors and one Chief Financial Officer (CFO) is and Chairperson of the committee is an independent director.

a. The Nomination and Remuneration Committee twice a year 21/06/2023 and 29/09/2023.

b. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company

along with the details of meetings attended by the members of the Committee during the financial year ended

March 31, 2024 are as under:

Name	Designation	Category	Committee Strength	Number of meetings held during the year ended March 31, 2024		% of attendance
				Held	Attended	
Mr. R R Hanchinal	Chairman	Independent Non-Executive Director	4	4	4	100%
Mr. Manoj Kumar Das	Member	Independent Non-Executive Director	4	4	4	100%
Mr. Sandeep Singh	Member	Executive Director	4	4	4	100%
Mr. Vijay Bhatia	Member	Chief Financial Officer	4	4	4	100%

The primary objective of the Nomination and Remuneration Committee is to screen and review individuals who are qualified to serve as Key Managerial Personnel, Executive Directors, Non-Executive Directors and Independent Directors and to recommend to Board for the their appointment/ change in remuneration from time to time. Also Nomination and Remuneration Committee's primary role is to identify persons who may be appointed in Senior Management and to change their remuneration from time to time.

c. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as contained under Regulation 19 read with Part D of Schedule II of the SEBI LODR Regulations and Section 178 of the Companies Act, 2013.

d. Performance Evaluation Criteria

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. Further, the performance evaluation of the Independent Directors was carried out by the entire Board. Independent Directors are evaluated based on parameters such as qualification, experience, knowledge and competency, initiative, commitment, independence, independent views and judgement, attendance and participation in the discussion at the Meetings, adherence to the Code for Independent Directors of the Company, understanding the environment in which the Company operates and contribution to strategic decision and raising valid concerns at the Board, interpersonal relations with other directors and management, objective evaluation of Board's performance, safeguarding of confidential information and maintaining integrity.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Shareholders/Investors Relations and Grievance Committee. The Directors expressed their satisfaction with the evaluation process.

e. Remuneration Policy

The Remuneration policy of the Company is to lay down a framework in relation to remuneration of Directors, KMP and Senior Management Personnel and directed towards rewarding performance, based on review of achievements on periodic basis.

The remuneration paid to Directors is approved by the Board of Directors in the Board Meeting, subject to the approval of the Shareholders and such other authorities, if any, as the case may be and the remuneration paid to KMPs and Senior Management other than Directors is approved by the Board of Directors of the Company.

During the financial year, no payments have been made to any Non-Executive Directors.

The Nomination and Remuneration policy of the company is available on the Company's website and can be assessed on the link www.naraingarhsugarmillsltd.com.

Remuneration of Directors

i. Remuneration to Non- Executive Directors

The Independent Non-Executive Directors are being paid sitting fees for attending Board Meetings.

Details of Sitting Fees paid to the Independent Non- Executive Directors and Shareholding during the Financial Year 2023-24 are as follows:

(Amount in Rupees)

Particulars of Remuneration	Name of the Directors			Total
	Mr. R R Hanchinal	Mr. Manoj Kumar Das	Ms. Grupsi	

(a) Fee for attending board committee meetings	1,40,000.00	1,05,000.00	-	2,45,000.00
b) Commission	-	-	-	-
c) Others, please specify	-	-	-	-
Director Remuneration	-	---	-	-
Total	1,40,000.00	1,05,000.00	-	2,45,000.00

Shareholding of Non-Executive Independent Director and Non-Executive Non-Independent Directors as on March 31, 2024 are given below:

Name of the Directors	Category	No. of shares held as on 31 March 2024
Mr. R R Hanchinal	Non-Executive Independent Director	Nil
Mr. Manoj Kumar Das	Non-Executive Independent Director	Nil
Ms. Grupsi	Non-Executive Independent Director	Nil

ii. Remuneration to Executive Directors

The remuneration of the Executive Directors is based on criteria such as industry benchmarks, the Company's performance, responsibilities shouldered, performance/ track record of the Director etc. and is approved by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the Shareholders.

Details of Remuneration on account of salary and perquisites paid to the Executive Directors during the Financial Year 2023-24 are as follows:

(Amount in Rupees)			
Name & Designation of Director	Salaries	Allowances (including HRA, Leave Travel)	Total
Mr. Sandeep Singh Whole Time Director	2,65,000.00	0	2,65,000.00

STAKEHOLDER RELATIONSHIP COMMITTEE

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. The Committee inter alia oversees the redressal of investor complaints / requests for transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share certificates, requests for dematerialization and rematerialization of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the Members of the Company. The Committee meets as often as is necessary for resolution of important matters

within its mandate. The Committee met once a year 21/06/2023. The necessary quorum was present for all the meetings.

b. The composition of the Stakeholders Relationship Committee during financial year ended March 31, 2024 and the details of meetings attended by the members are as under:

Name	Designation	Category	Committee Strength	Number of meetings held during the year ended March 31, 2024		% of attendance
				Held	Attended	
Mr. R R Hanchinal	Chairman	Independent Non-Executive Director	4	1	1	100%
Mr. Manoj Kumar Das	Member	Independent Non-Executive Director	4	1	1	100%
Mr. Sandeep Singh	Member	Executive Director	4	1	1	100%
Mr. Vijay Bhatia	Member	Chief Financial Officer	4	1	1	100%

c. The terms of reference of the Stakeholders Relationship Committee are as contained under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

d. INVESTORS GRIEVANCE REDRESSAL

The Company has been attending to all investor grievances/complaints expeditiously and promptly to the satisfaction of stakeholder(s). The status of Shareholders/ Investors Grievances pursuant to Regulation 13(3) of Listing Regulations for the financial year 2023-24, is as follows:

Particulars	Number of Complaints
Pending at the beginning of the financial year	Nil
Received during the financial year	Nil
Disposed during the financial year	Nil
Remaining unresolved as on 31 st March, 2024	Nil

e. The Company has also adopted Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The same is available on the website of the Company.

f. The Board has designated Company Secretary Ms. Prabhjot Kaur as the Compliance Officer of the Company.

Risk Management Committee:

Since the company doesn't fall under the 'Top 1000 listed entities on the basis of market capitalization' and 'high value debt listed entity', The Company has not constituted the Risk Management Committee.

SENIOR MANAGEMENT:

There have been no changes in senior management since the close of previous financial year except resignation of CS, Misha Soni and appointment of CS Prabhjot Kaur. Particulars of senior management as on March 31, 2024 is as following:

Sr.No	Name of the Senior Management Personnel	Designation
1	Mr. R R Hanchinal	Independent Non-Executive Director
2	Mr. Manoj Kumar Das	Independent Non-Executive Director
3	Mr. Sandeep Singh	Executive Director
4	Mr. Vijay Bhatia	Chief Financial Officer
5	Prabhjot Kaur	Company Secretary

GENERAL BODY MEETINGS

GENERAL BODY MEETING HELD DURING LAST 3 YEARS

Year	Time, Day, Date and Location	Summary of Special Resolutions passed in the AGM
30 th Annual General Meeting	Thursday, the 30 th day of November, 2023 at 11.30 a.m. Through Video conferencing (VC) Deemed venue: Village Banondi, PO; Shahzadpur, Teh. Naraingarh, Distt.Ambala, Haryana	To consider and approve the re-appointment of Mr. Sandeep Singh (DIN: 07275838) as Whole Time Director of the company.
29 th Annual General Meeting	Thursday, the 22 nd December, 2022 at 11.30 a.m. Through Video Conferencing Deemed venue: Village Banondi, PO; Shahzadpur, Teh. Naraingarh, Distt.Ambala, Haryana	1. Appointment of Mr. Manoj Kumar Das as an Independent Director. 2. Appointment of Mr. Hanchinal RR as an Independent Director.
28 th Annual General Meeting	Wednesday, the 29 th September, 2021 at 11.30 a.m. Through Video Conferencing Deemed venue: Village Banondi, PO; Shahzadpur, Teh. Naraingarh, Distt.Ambala, Haryana	To consider and approve the re-appointment of Mr. Sandeep Singh (DIN: 07275838) as the Whole-Time Director of the company.

SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR 2022-23.

During the Financial Year 2023-24, the Company has passed 1 (one) Special Resolution.

Resolutions passed through Postal Ballot –

To consider and approve the re-appointment of Mr. Sandeep Singh (DIN: 07275838) as Whole Time Director of the company (Special Resolution).

During the year Mr. Sandeep Singh (DIN: 07275838) was re-appointment, as the Whole Time Director of the company w.e.f. 17.10.2023 for a further term of 3 years at a monthly remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only).

Details of Postal Ballot:

Postal Ballot Notice dated March 13, 2024, was sent through e-mail only, to all those members who had registered their e-mail addresses with the Company/ depositories as on Thursday, March 14, 2024. Members of the Company exercised their votes by e-voting during the period from 9.00 am on Friday, March 22, 2024 till 5.00 p.m. on Saturday, April 20th, 2024. Mr. Kanwaljit Singh (FCS No. 5901), Company Secretaries in practice, acted as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

Regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item.

The summary of voting result is given below:

Resolution	% Favour	% Against
To consider and approve the re-appointment of Mr. Sandeep Singh (DIN: 07275838) as Whole Time Director of the company	Nil	Nil

During the year a special item in the 30th AGM of the company regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item.

MEANS OF COMMUNICATION

I. Quarterly/Half Yearly/Annual results:

The quarterly, half-yearly and annual financial results of the Company are regularly submitted to the Stock Exchanges where the shares of the Company are listed pursuant to provisions of SEBI Listing Regulations, 2015 and published in the newspapers i.e. The Pioneer (English daily newspapers) and Dainik Bhaskar” (regional language newspapers) and are also displayed on the Company’s website (www.naraingarhsugarmillsltd.com).

ii. Website and News Releases:

A separate dedicated section namely ‘Investors’ on the Company’s website gives information on various announcements made by the Company, stock quote, Annual Report, Quarterly/Half yearly/ and Annual financial results along with applicable policies and other requisite details and information of the Company are available on the Company’s website www.naraingarhsugarmillsltd.com.

iii. Stock Exchange:

Your Company makes timely disclosures of necessary information to Bombay Stock Exchange Limited (BSE), in terms of SEBI Listing Regulations, 2015 and other rules and regulations issued by SEBI.

BSE Corporate Compliance & Listing Centre: BSE Listing is a web-based application designed by BSE Limited for corporates whose securities are listed on BSE. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the Listing Centre.

Official news releases:

Company has not made any official news releases or media releases during the financial year ended 31st March, 2024.

Presentations made to institutional investors / analysts:

Company has not made any presentations to institutional investors/ analysts during the financial year ended 31st March, 2024.

Dividend payment date:

No dividend has been declared for the Financial Year 2023-24.

Date of Book Closure:

September 17th 2024 to 25th September 2024 (both days inclusive) for the purpose of Annual General Meeting.

Stock Codes:

Stock Exchange	Code
BSE	531457
Demat ISIN Numbers in NSDL and CDSL	INE491E01015
CIN	L74899HR1991PLC032873

DISCLOSURES

A. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed section on 'Management Discussion and Analysis' forms part of this report.

B. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length basis. There were no materially significant transactions entered with related parties during the financial year. Suitable disclosure as required by the Indian Accounting Standards (AS- 18) has been made in the notes to the Financial Statements. Further, the policy formulated with the provisions of the Companies Act, 2013 read with Regulation 23 of the SEBI Listing Regulations on related party transactions is available on the website of the Company at www.naraingarhsugarmillsltd.com There are no materially significant related party transactions that may have potential conflict with the interests of company at large.

C. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

In the preparation of financial statements, the company has followed the Indian Accounting standards (IND-AS) issued by the Institute of Chartered Accountants of India to the extent applicable. The Board has also affirmed the above that the Annual Accounts have been prepared as per applicable Accounting Standards and Policies and that sufficient care has been taken for maintaining adequate accounting records.

D. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

Your Company has not complied with the applicable provisions of the SEBI Listing Regulations and other applicable regulations and guidelines issued by SEBI and Stock

Exchanges. Further no penalties or strictures were imposed by any Stock Exchange or SEBI or any other statutory authorities for any violation related to the capital market during the last 3 (three) years.

The trading of the equity shares of the company has been suspended from BSE Limited for past several years. The company had approached BSE Limited for revival of the listing status of the company. In response to the company's application, BSE Limited has issued intimations to the effect that the revival shall be allowed upon completion of the pending listing compliances. The company is in the process of doing the necessary compliances and in the matter has requested a personal audience with the appropriate authorities.

E. PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES, ETC.

During the year, your Company has not raised any proceeds from public issue, rights issue, preferential issues, etc. and hence, there are no unutilized issue proceeds.

F. VIGIL MECHANISM POLICY

The Company promoted ethical behavior in all its business activities and in line with the best international governance practices. The Company has established a system through which Directors, Employees, Business Associates may report via email or via physical mode the unethical behavior, malpractices, wrongful conduct, fraud or violation of Company's code of conduct without any fear of reprisal. The Company has a Vigil Mechanism (Whistle Blower Policy) under which all Directors, Employees and other Business Associates have direct access to the Chairman of the audit Committee. The same is available on the Company's website at www.naraingarhsugarmillsltd.com. During the financial year no personnel has been denied access to the said Director of the company.

G. PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS

There is no pecuniary relationship or transactions with Non-Executive Directors.

H. DISCLOSURE REGARDING APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

The disclosure regarding the appointment of Directors is given under the head Board of Directors forming part of the Report on Corporate Governance. The relevant details are also forming part of Notice calling AGM of the Company.

I. RISK MANAGEMENT

The Company from time to time apprises the Board of Directors of the Company with the material risks, concerns and its mitigation plans, related to the Company and the Industry in which the Company operates.

J. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a protective environment at workplace for all its Employees' men and women to ensure that every Employee is treated with dignity and respect. As mandated under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has also formulated policy for prevention of Sexual Harassment at the workplace is available on company's website.

A statement giving details of Sexual Harassment Complaints during the year is as below:

S. No.	Particulars	No. of Complaints
1.	No. of complaints received during the financial year	Nil
2.	No. of complaints disposed of during the financial year	Nil

3.	No. of complaints pending as on end of the financial year	Nil
4.	Nature of action taken by the employer or district officer	Not applicable.

K. CEO/ CFO CERTIFICATION

The WTD and CFO certification on the Financial Statements is attached and forming part of the Report on Corporate Governance as Annexure.

L. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT'

The company has not given any loans/advances to firms/companies in which directors are interested by name and amount.

M. POLICY ON MATERIAL SUBSIDIARY

The objective of this policy is to determine Material Subsidiaries of the Company and to provide a governance framework for such Material Subsidiaries. The policy is framed in accordance with the requirements of the SEBI Listing Regulations, 2015 (including any amendments thereof). As on date of formulating this policy, the Company has no material subsidiaries. However, the policy is devised in order to cater the needs of the company in future when the Company would own Subsidiaries. The policy on material Subsidiary is available on Company's website.

N. DETAILS OF COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF LISTING REGULATIONS 2015.

a. Your Company has complied with all the mandatory requirements of Listing Regulations 2015.

b. Compliance with non-mandatory requirements under listing regulations 2015:

The status of compliance with non-mandatory recommendations as specified in Part E of Schedule II of the

Listing Regulations 2015 with Stock Exchanges is provided below:

i. Shareholder Rights

In addition to publishing its quarterly results in the Pioneer and The Dainik Jagran newspaper having wide circulation, the Company uploads its quarterly results, shareholding pattern, corporate governance reports and all other disclosures submitted to stock exchanges on its website www.naraingarhsugarmillsltd.com.

ii. Audit qualifications

The Qualifications by the Statutory Auditors mentioned in their report for the financial year 2023-24 is

explained in the Director's Report forming part of this Annual Report.

iii. Reporting of Internal Auditor

The Internal auditor directly reports to the Audit Committee.

O. The company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations 2015 except noticed and mentioned by secretarial auditor in his report.

P. COMPLIANCE WITH ACCOUNTING STANDARDS / IND AS:

All applicable Ind AS have been consistently applied. Financial statements of the Company are prepared in accordance with the Indian Accounting Standards.

Q. DETAILS OF PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A) OF THE SEBI LISTING REGULATIONS.

The Company has not raised funds through preferential allotment or qualified institutional placement.

R. DISCLOSURE UNDER REGULATION 30 OF THE LISTING REGULATIONS, 2015 REGARDING CERTAIN AGREEMENTS WITH MEDIA COMPANIES.

Pursuant to requirement of Regulation 30 of the Listing Regulations, 2015, the Company would like to inform that no agreement(s) have been entered into with media companies and / or their associates which has resulted in / will result in any kind of shareholding in the Company and consequently any other related disclosures viz. details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable.

The Company has not entered into any other back to back treaties / contracts / agreements / MoUs or similar instruments with media companies and / or their associates.

S. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

There are no funds or shares lying with the Company to be transferred to IEPF account In accordance with Section 125 of the Companies Act, 2013 and section 6 of Section 124 of the Companies Act, 2013.

T. CONSOLIDATE MULTIPLE HOLDINGS (IN RESPECT OF PHYSICAL HOLDINGS):

Members are requested to consolidate their shareholdings held under multiple folios to eliminate receipt of multiple communications and this would ensure that future correspondence / corporate benefits could be sent to a consolidated folio.

U. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Commodity price risks and Commodity hedging activities are not applicable to the Company

V . In the financial year 2023-2024, the board has accepted all recommendations of its Committees.

W. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING COMPANY:

During the year under review, no agreements were entered by any of the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or subsidiary company, among themselves or with the Company or with any third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect had impacted the management or control of the listed entity or imposed any restriction or created any liability upon the Company.

GENERAL SHAREHOLDER'S INFORMATION

i. ANNUAL GENERAL MEETING

Day, Date & Time	Wednesday, the 25 th day of September, 2024 at 01.00 P.M.
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Financial Calendar	The Financial year of the Company starts from 1st April each year and ends on 31st March of the following year.
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ii. CODE OF CONDUCT

The Company has adopted a Code of Business Conduct and Ethics for Board of Directors, Senior Management Personnel and Other Employees. The same is available on the Company's website at www.naraingarhsugarmillsltd.com

The Company has also obtained affirmation for adherence to the Code. The declaration from the Chairman & Managing Director to that effect forms a part of this report.

Declaration as required under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
All Board of Directors, Senior Management personnel and other employees of the Company have affirmed compliance with the Code of Business Conduct and Ethics for the Financial Year ended 31 st March, 2024.	
Place: Naraingarh Date: 02.09.2024	Sandeep Singh Whole Time Director DIN: 07275838

REGISTRAR AND SHARE TRANSFER AGENT

The Company has appointed M/s. Alankit Assignments Limited, having its office at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi as its Registrar and Transfer Agent (RTA) for transfer of shares of both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Pursuant to the changes made in provisions of Regulation 40 of SEBI Listing Regulations, the transfer of securities shall not be processed unless the securities are held in dematerialized form with effect from 01 April 2019. Further SEBI vide notification dated 08 June 2019 read with press release dated 03 December 2018 had amended Regulation 40 of SEBI Listing Regulations and has mandated all transfers of securities in dematerialized form only w.e.f. 01 April 2019.

The Board of Directors review the share transmissions approved by the RTA, Company Secretary, who have been delegated with requisite authority. All requests for Dematerialization of shares are processed and confirmed to the Depositories, NSDL and CDSL, within 15 days. The Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DP) regarding change of address, change of bank mandates and nomination.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Pursuant to the provisions of Regulation 31 of SEBI Listing Regulations, the Company's shares are required to be traded compulsorily in the Dematerialized form and are available for trading under both the depository systems in India – NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's Equity Shares under the depository system is INE491E01015.

For guidance on depository services, shareholders may write to the Company or to the respective Depositories:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
Trade World, A Wing 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai-400013 Telephone: 1800-222-990 E-mail: info@nsdl.co.in Website: www.nsdl.co.in	Marathon Futurex, A-Wing 25 th Floor, N.M. Joshi Marg, Lower Parel, Mumbai- 400013 Telephone: 1800-22-5533 E-mail: heldesk@cdslindia.com Website: https://www.cdslindia.com/

SHARE TRANSFER SYSTEM

All communications regarding share certificates, change of address, etc. should be addressed to Registrar and Share Transfer Agent of the Company. The Company has delegated authority for approving transmission of shares and other related matters to the Registrar and Share Transfer Agent and the Company Secretary. All share transmissions are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. It is also clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40(9) & 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

LISTING ON STOCK EXCHANGES

The Company's shares is listed on the below mentioned Stock Exchange.

BSE LIMITED (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

Website: www.bseindia.com

Stock Code: 531457

The trading of the company's shares stands suspended from the stock exchange for past several years.

LISTING FEES

The Company has paid annual listing fees to the stock exchanges for the financial year 2023-24 and 2024- 25 and has complied with the listing requirements. The Company has also paid annual custodian fee for the year under review to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2024

Shareholding of Nominal Value.	Number of Shareholders	Percentage of Total Shareholders	No. of Shares	Percentages of Shareholding
1-500	872	35.66	408320	2.01
501-1000	702	28.71	654500	3.22
1001-2000	313	12.80	579850	2.85
2001-3000	262	10.72	669900	3.30
3001-4000	56	2.29	218950	1.08

4001-5000	128	5.24	631500	3.11
5001-10000	48	1.96	447700	2.20
10001-999999999999	64	2.62	16701480	82.22

CATEGORY OF SHAREHOLDING AS ON 31st MARCH, 2024

Category	Number of Shares held	%
Promoter & Promoter Group	1948890	9.59%
NRIs, Foreign Nationals, OCBs and FIIs including Non Repatriates	497250	2.45%
Body Corporate	2785510	13.71%
Hindu Undivided Families (HUF)	2500	0.01%
Employees and Individuals	15077350	74.24%
Trust	700	0.0%
Total	20312200	100.00%

MARKET PRICE DATA

The trading of the company's shares on BSE Limited is suspended for past several years. Therefore, the data regarding the trading prices of the company's shares is not available.

STOCK PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES: N.A.

OUTSTANDING ADR'S/GDRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments.

DISCLOSURE WITH RESPECT TO DEMAT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

CERTIFICATE PURSUANT TO THE REGULATION 34 AND SCHEDULE V (C)(10)(I) OF SEBI LISTING REGULATIONS READ WITH SECTION 164 OF COMPANIES ACT, 2013 REGARDING QUALIFICATION/DISQUALIFICATION TO ACT AS DIRECTOR

The Company has received the certificate from CS Ajay K. Arora, FCS Number 2191, CP Number 993, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority. A copy of the certificate is enclosed with this report as Annexure .

ANNUAL SECRETARIAL COMPLIANCE REPORT

As per the requirements of Regulation 24A of the SEBI LODR Regulations, the company has obtained the Annual Secretarial Compliance Report for the FY 2023-24 from CS Ajay K Arora FCS Number 2191, CP Number 993, Practicing Company Secretary.

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD.

The company has not obtained any credit ratings during the year.

COMPLIANCE OFFICER

Ms. Prabhjot Kaur, Company Secretary (Resigned w.e.f 27-06-2024)
Mobile: 7404161119
Ms. Shanky Handa (Appointed w.e.f 02-09-2024)
Company Secretary
Email: cs@nsml.in

BANK DETAILS FOR ELECTRONIC SHAREHOLDING:

Members are requested to notify their Depository Participant (DP) about changes in the bank details. Members are requested to furnish complete details of their bank accounts, including IFSC code of their banks, to their Dps.

REGISTERED OFFICE & ADDRESS FOR CORRESPONDENCE

REGISTERED OFFICE:

Village Banondi, PO: Shahzadpur, Teh. Naraingarh, Distt. Ambala, Haryana 134202
Phone: 9729547446, 01734- 277388, 278125
E-mail: nsmlnaraingarh@nsml.in
Website: www.naraingarhsugarmillsltd.com
CIN: L74899HR1991PLC03287

PLANT LOCATIONS:

Village Banondi, PO: Shahzadpur, Teh. Naraingarh, Distt. Ambala, Haryana 134202

ANY QUERY ON ANNUAL REPORT:

Naraingarh Sugar Mills Limited
Village Banondi, PO: Shahzadpur, Teh. Naraingarh, Distt. Ambala, Haryana 134202
Phone: 9729547446, 01734- 277388, 278125
E-mail: nsmlnaraingarh@nsml.in
Website: www.naraingarhsugarmillsltd.com
CIN: L74899HR1991PLC032873

SUSPENSION OF TRADING IN SECURITIES

Trading in securities of the Company are suspended during the year.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The Investors' Complaints are also being processed through the centralized web base complaint redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company.

Through SCORES the investors can view online, the action taken and current status of the complaints. SEBI vide its Circular dated 26 March 2018 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circular can be accessed on the website of SEBI at the web

link https://www.sebi.gov.in/legal/circulars/mar-2018/investor-grievance-redress-mechanism-new-policy-measures_38481.html

STOCK EXCHANGES

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
Phones : 91-22-22721233/4,
91-22-66545695 (Hunting)
Fax : 91-22-22721919
Email: corp.comm@bseindia.com
Website: www.bseindia.com

DEPOSITORIES

National Securities Depository Limited (NSDL)

Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013
Telephone: 1800-222-990
E-mail: info@nsdl.co.in
Website: www.nsdl.co.in

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)

Marathon Futurex, A-Wing, 25th Floor N.M. Joshi Marg, Lower Parel, Mumbai 400013
Telephone: 1800-22-5533
E-mail: helpdesk@cdslindia.com
Website: www.cdslindia.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. Alankit Assignments Limited,
205-208Anarkali Complex, Jhandewalan Extension, New Delhi

Investor's Complaints to be addressed to:

Registrar and Share Transfer Agents at the above mentioned addresses.

CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members of
Naraingarh Sugar Mill Limited**

We have examined the compliance of the conditions of Corporate Governance by Naraingarh Sugar Mills Limited (“the Company”) for the Financial Year ended 31st March, 2024, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has not generally complied with the conditions of Corporate Governance as mentioned in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent and in the manners as stated below:

1. *As informed by the management, the company had re-appointed Ms. Sandeep Singh as the Whole Time Director for another term of 3 years w.e.f. 17.10.2020. The company being in default of repayment of loans from financial institutions during the said financial year, is yet to obtain the approval/ consent of such financial institutions for the said re-appointment and payment of remuneration of the whole-time director as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.*

The approval of the members for re-appointment of Mr. Sandeep Singh as Whole Time Director w.e.f. 17.10.2023 has been sought vide special resolution passed by the shareholders through postal ballot dated 20.04.2024. The company is in contravention to the provisions of regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further, the disclosures in the explanatory statements are not entirely in compliance with the Schedule V of the Companies Act, 2013

2. *Ms. Grupsi (DIN: 08788588) represented as one of the Independent Directors of the company has not attended any meetings of the Board/ Management Committee since the previous year. Accordingly, she was liable to vacate the office of Director in terms of Section 167 (1)(b) of the companies Act, 2013. Neither the company nor the Director has taken any measure to affect the vacation of office. However, in view of the contraventions stated here, the company effectively had no woman director on the Board during the year. Further, the Director Identification Number (DIN) of Ms. Grupsi is deactivated due to non-filing of KYC. Consequently, the composition of the Board of Directors was deficient and not in compliance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
3. *During the financial year, the operations and management of the company were being supervised by the State Government of Haryana. Consequently, the operations were run through a Management Committee constituted by the State Government of Haryana in collaboration with and through the Board of Directors of the company. The company is yet to file the necessary returns for changes in the composition of the Board of Directors with the Registrar of Companies and further no intimations of change of management is given to the stock exchange.*
4. *The official website as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not yet updated for all the prescribed contents and there are several irregularities in compliance with the applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including but not limited to approval of the periodical financial results and allied periodic filings and submissions with the Stock Exchange. The company has not yet paid the outstanding listing and custodian fees. Also, the entire shareholding of the promoters of the company is not yet dematerialized.*

5. *The company has not been complying with the SEBI Regulations pertaining to approval and reporting of periodical financial results with reports from auditors, other periodical reporting and disclosures with the stock exchanges, approvals and dissemination of policies etc,*
6. *On account of the deficient composition of the Board of Directors of the company, the statutory and regulatory committee as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the composition of the committees were not entirely in compliance with the applicable regulations. Further the provisions regarding the minimum number of the meetings for statutory committees and the Independent Director is not complied with.*
7. *The trading of the company's shares stands suspended on BSE Limited for last several years. On account of the suspended trading, the company has not been able to comply with the requirement of these regulations pertaining to closure of trading window or monitoring the dissemination of Unpublished Price Sensitive Information etc.*
8. *During the year, one of the resolutions proposed as a special item in the 30th AGM of the company regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item. In view of the same, the company has incurred violations of section 196 (4) in addition to the violation of regulation 17 (1C) of the LODR Regulations as stated above.*

We further state that such compliance 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.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date:

Place: Chandigarh

UDIN:

**For A. Arora & Co.
Company Secretaries**

AJAY K. ARORA

(Proprietor)

FCS No. 2191

C P No.: 993

Peer review Cert No. 2120/2022

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION**

To,

**The Board of Directors
Naraingarh Sugar Mills Limited**

We, the undersigned, in our respective capacities as Whole time Director and Chief Financial Officer of Naraingarh Sugar Mills Limited (“the Company”), to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2024 and based on our knowledge and belief , we state that:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading:

(ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws, and regulations.

(b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal, or violative of the Company’s code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors:
I. Significant changes, if any, in the internal control over financial reporting during the year;
II. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements: and
III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over financial reporting.

Sandeep Singh Vijay Bhatia
Whole Time Director Chief Financial Officer

Vijay Bhatia
Chief Financial Officer

Place: Naraingarh
Date: 02/09/2024

**CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)**

To
The Members of
Naraingarh Sugar Mills Limited,
Village: Banondi, Tehsil: Naraingarh,
Ambala, Haryana.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Naraingarh Sugar Mills Limited having CIN – L74899HR1991PLC032873 and having registered office at Village Banondi, Tehsil: Naraingarh, Ambala, Haryana (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that, save as otherwise mentioned hereunder, none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the company
1.	Mr. Sandeep Singh Ghuman	07275838	14.08.2015
2.	Mr. Rayappa Ramappa Hanchinal	08138621	28.11.2022
3.	Mr. Manoj Kumar Das	07693956	28.11.2022
4.	Ms. Grupsi	08788588	25.07.2020

In the matter regarding eligibility of the directors and other allied compliances, I further wish to report the following:

- As informed by the management, the company had re-appointed Ms. Sandeep Singh as the Whole Time Director for another term of 3 years w.e.f. 17.10.2020. The company being in default of repayment of loans from financial institutions during the said financial year, is yet to obtain the approval/ consent of such financial institutions for the said re-appointment and payment of remuneration of the whole-time director as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.*
- The approval of the members for re-appointment of Mr. Sandeep Singh as Whole Time Director w.e.f. 17.10.2023 has been sought vide special resolution passed by the shareholders through postal ballot dated 20.04.2024. The company is in contravention to the provisions of regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Further, the disclosures in the*

explanatory statements are not entirely in compliance with the Schedule V of the Companies Act, 2013

3. *Ms. Grupsi (DIN: 08788588) represented as one of the Independent Directors of the company has not attended any meetings of the Board/ Management Committee since the previous year. Accordingly, she was liable to vacate the office of Director in terms of Section 167 (1)(b) of the companies Act, 2013. Neither the company nor the Director has taken any measure to affect the vacation of office. However, in view of the contraventions stated here, the company effectively had no woman director on the Board during the year. Further, the Director Identification Number (DIN) of Ms. Grupsi is deactivated due to non-filing of KYC. Consequently, the composition of the Board of Directors was deficient and not in compliance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
4. *During the financial year, the operations and management of the company were being supervised by the State Government of Haryana. Consequently, the operations were run through a Management Committee constituted by the State Government of Haryana in collaboration with and through the Board of Directors of the company.*

The company is yet to file the necessary returns for changes in the composition of the Board of Directors with the Registrar of Companies.

5. *During the year, one of the resolutions proposed as a special item in the 30th AGM of the company regarding re-appointment of whole time director was not opened for the e-voting by the shareholders and accordingly no voting was done on the item. In view of the same, the company has incurred violations of section 196 (4) in addition to the violation of regulation 17 (1C) of the LODR Regulations as stated above.*

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

Place: Chandigarh

Date:

UDIN:

Ajay K. Arora
(Proprietor)
M No. 2191
C P No. 993

Peer Review Certificate No. : 2120/2022

INDEPENDENT AUDITORS' REPORT

The Members,
Naraingarh Sugar Mills Limited.

1. Qualified Opinion

We have audited the accompanying financial statements of **Naraingarh Sugar Mills Limited** which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss (including other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' Section of our report the aforesaid financial statements give the information required by the Companies Act 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March, 2024, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

2. Basis for Qualified Opinion

- a. *We draw attention to Note 4.2 of the financial statements regarding Contingent Liabilities & Commitments (including default in repaying Term/Soft Loans and guarantees) can adversely affect the financial viability of the Company. Adverse decision by various adjudication authorities can further erode the working capital as well as Share capital too. In spite of such serious nature, the management of the Company has prepare the financial statements without acknowledging the liability and prepare it on "Going Concern concept" However we have not been able to corroborate the Management's contention of "Going Concern". Accordingly, we are unable to comment on the "Going Concern Principle" of the Company.*
- b. *We draw attention to Note 4.4 of the financial statements regarding default by Company in repaying Loans (Principal and Interest) from Bank/Financial Institution. An FIR dated 28th December, 2021 was lodged u/s. 120B, 406, 409, 420, 468 & 471 of IPC against relative of Ex-Directors and other officers of the Company. The management of the Company is also taken over by the State Government. Further Land measuring 64 Acre in the name of Company was also attached by Hon'ble Court vide order dated 25th February, 2022. These developments can adversely affect to the overall functioning of the Company and may also affect the "Going Concern Concept" of the Company. In spite of such serious nature, the management of the Company has prepare the financial statements without acknowledging the liability and prepare it on "Going Concern concept" However we have not been able to corroborate the Management's contention of "Going Concern". Accordingly, we are unable to comment on this point.*
- c. *We draw attention to Note 4.5, 4.12 & 4.13 of the financial statements regarding party balances including balance due from Mr. Rahul Anand who is the prime party of FIR along with other Companies/Firms related to him. We are unable to comment on this point, since the matter is subjudiced.*

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

3. Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have considered the matters described below to be the key audit matters for incorporation in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
Impact of Government Policies/Notifications on recognition of subsidy accruals/claims and their recoverability:	
<p>During the year, the Company has recognised Subsidy Claims aggregating to ` 253.00 Lakh in terms of Schemes notified by the State Government to offset the cane cost for sugar season 2023-2024.</p> <p><i>We considered this as a key audit matter because recognition of Subsidy Claims is subject to satisfaction of certain conditions mentioned in the related notification. Assessment of recoverability of the claim is subject to significant judgement of the management including certainty with respect to the satisfaction of conditions specified in the notification/policies, collections thereof.</i></p>	<p>We understood and tested the design and operating effectiveness of controls as established by management in recognition and assessment of the recoverability of the claims. We evaluated the management's assessment regarding reasonable certainty for complying with the relevant conditions as specified in the notification/policies and collections.</p> <p><i>We considered the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of accruals/claims, adjustments to claims already recognised pursuant to changes in the rates and basis for determination of claims.</i></p> <p>Based on the above procedures performed, the management's estimates related to recognition of subsidy accruals/claim and their recoverability are considered to be reasonable.</p>

4. Information other than the financial statements and Auditor's Report thereon.

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

5. Management's Responsibility for Financial Statements

The Company's Management & Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

6. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 financial statements.

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

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) 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 Companies Act, 2013 we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls reference to financial statement in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

7. Attention is invited to the following points of Note '4' of the financial statements.
 - i) Note 4.1 - regarding confirmation of attachment of Fixed Assets of the Company under the Prevention of Money Laundering Act, 2002 by the Adjudicating Authority.
 - ii) Note 4.2 – Contingent Liabilities & Commitments.
 - iii) Note 4.3 - regarding calls in arrears and Redeemable Preference Shares.
8. Net-worth of the Company has completely eroded; the management is of the opinion that the Company shall carry on its business as usual, hence the financial statements of the Company have been prepared on a going concern basis; the appropriateness of the said basis is inter-alia dependent upon future performance and profitability and presently *we are unable to express an opinion on the same*.

9. Report on Other Legal and Regulatory Requirements

- A) As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
- B) As required by Section 143(3) of the Act, we report that:
 - (a) Except for the matters described in the basis of Qualified Opinion Paragraph, 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) Except for the matters described in the basis of Qualified Opinion Paragraph, the proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit & Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) Except for the matters described in the basis of Qualified Opinion Paragraph, the aforesaid Ind AS financial statements, comply with the Indian Accounting Standards, specified under Section 133 of the Act;
 - (e) on the basis of the written representations received from the Directors as on 31st March, 2024 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2024 from being appointed as a Director in terms of Section 164(2) of the Act;
 - (f) With respect to the recording of Audit Trail (edit log) facility, the feature was enabled in the accounting software of the Company throughout the audit period and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.
 - (g) with respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 financial statements (Refer note 4.1, 4.2, 4.4 & 4.7);
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or any other sources) by the Company to/in any person or entity ("Intermediary"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest, in any person or entity, identified in any manner whatsoever ("Ultimate Beneficiaries"), by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in any person or entity identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on the audit procedures adopted by us, nothing has come to our attention that has caused us to believe that the representations made by the management under sub clause (a) & (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend, during the year.
- C) With respect to the matter to be included in the Auditors' Report under Section 197(16):
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its Director during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any Director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N**

**Dated : 20th June, 2024
Place : Chandigarh**

**(PRATEEK PURI)
PARTNER
Membership No. - 524431**

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 9 of our report of even date on accounts of Naraingarh Sugar Mills Limited for the year ended 31st March, 2024).

- i. a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
B) The Company does not have any Intangible Assets.
- b) The Company has a regular programme of physical verification of its Property, Plant & Equipment by which all Property, Plant & Equipment are verified in a phased manner, over a period of three years. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- c) According to the information and explanations given by the management & on the basis of examination of the records of the Company, Title Deeds of Immovable Properties are held in the name of the Company.
- d) The Company has not revalued its Property, Plant & Equipment (including Right of use assets) or Intangible Assets or both, during the year.
- e) According to the information and explanations given by the management & on the basis of examination of the records of the Company, no proceeding has been initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a) As explained to us, the inventories were physically verified, during the year, by the management at reasonable intervals and we are unable to comment on the method and value of inventory adopted by management.
- b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, paragraph 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanations given by the management & on the basis of examination of the records, the Company has not made any investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or any other parties. **Corporate Guarantee given by the Company to the Bank, for the loans given to the Cane Farmers, is not in conformity with the provisions of Section 186 of the Companies Act, 2013.** Accordingly, paragraph 3(iii)(a), (b), (c), (d), (e) and (f) of the Order is not applicable and hence not commented upon.
- iv. According to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013. **Corporate Guarantee given by the Company to the Bank, for the loans given to the Cane Farmers is not in conformity with the provisions of Section 186 of the Companies Act, 2013.** Accordingly, paragraph 3(iv) of the Order is not applicable.
- v. According to the information and explanations given to us, the Company has complied with the provision of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Amendment Rules, 2014 made by the Central Government for the maintenance of cost records under Section 148 of the Companies Act, 2013 and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained.
However, we have not made a detailed examination of the records with a view to determine whether they are accurate & complete.
- vii. a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Excise Duty, Custom Duty, Value Added Tax, Cess and other statutory dues, have been regularly deposited, during the year, by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable, in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Excise Duty, Custom Duty, Value Added Tax, Cess and other statutory dues (*except Cane Purchase Tax - `15.32 lakh, for the financial year, 2016-2017 and `8.58 lakh, for the month of April, 2017*) were in arrears, as on 31st March, 2024, for a period of more than six months from the date they became payable.

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

<u>Name of the Statute</u>	<u>Nature of dues</u>	<u>Amount Involved</u> (` In lakh)	<u>Amount deposited under protest</u> (` In lakh)	<u>Financial Year/Period</u>	<u>Forum where dispute is pending</u>
i. Income Tax Act, 1961	Penalty u/s 271(1)(c)	5.46	Nil	2007-2008	Income Tax Appellate Tribunal, New Delhi
ii. Central Excise Act, 1944	Excise Duty (inc. penalty)	37.27	2.49	March, 2015 to March, 2016	CESTAT, New Delhi
iii. Finance Act, 1994	Service Tax (inc. penalty)	30.85	4.72	2010-2011	CESTAT, New Delhi
iv. Punjab Sugarcane Act, 1953	Cane Purchase Tax	202.34	Nil	1996-2002	Punjab & Haryana High Court, Chandigarh

- viii. According to the information and explanations given to us, the Company has not surrendered or disclosed any income, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income, during the year.

Accordingly, paragraph 3(viii) of the Order is not applicable.

- ix. a) Based on our audit procedures and on the basis of information & explanations given by the management, the Company had defaulted in repayment of loans or other borrowings or in the payment of interest thereon, which are as under : *[Refer note 4.4]*

S.No.	Name of Lender	Amount not paid on due date	Whether principal or interest	Period of default
		` in Lakh		
1.	Indian Renewable Energy Development Agency Ltd.	` 2,283.06	Principal	March, 2020 to March, 2024
2.	Indian Renewable Energy Development Agency Ltd.	` 5,572.28	Interest	March, 2020 to March, 2024
3.	The Ambala Central Cooperative Bank Ltd.	` 9,865.47	Principal	June, 2019 to Sept., 2020
4.	The Ambala Central Cooperative Bank Ltd.	` 6,104.30	Interest	June, 2020 to March, 2024

- b) Willful defaulter: The Company is in default in repayment of loans taken from Banks/Financial institutions. However, we could not able to comment whether Company is willful defaulter or not.
- c) According to the information and records available, the Company has not utilized funds for the purpose it was availed for, the matter is subjudiced.

- d) According to the information and explanations given to us, the Company has utilised short-term funds ` 14,747.90 lakh for long-term purposes as on 31st March, 2024.
- e) The Company does not have any Subsidiary, Associate or Joint Venture; Accordingly paragraph 3(ix)(e) and (f) of the Order is not applicable.
- x. a) According to the information & explanations given to us, the Company has not raised money by way of Initial Public Offer or Further Public Offer (including Debt Instruments), during the year.
b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible Debentures, during the year.
- xi. a) According to the information available on the records, a case of fraud was lodged by lenders against relative of ex-director and the Company. We are unable to comment on the same as the matter is adjudicated.
b) No report has been filed under Section 143(12) of the Companies Act by the Auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
c) No whistle-blower complaints were received, during the year, by the Company.
- xii. According to the information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii)(a), (b) and (c) of the Order is not applicable.
- 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 Act, where applicable, and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Ind AS..
- xiv. a) In our opinion and information and explanations given to us, the internal audit system of the Company is not commensurate with the size and nature of its business, because of issues reported in **Report on the Internal Financial Controls (Annexure- B)**.
b) Reports of the Internal Auditor for the period under audit were not received by us.
- xv. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected to them and hence provisions of Section 192 of the Companies Act are not applicable. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information & explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a), (b), (c) and (d) of the Order is not applicable.
- xvii. According to the information & explanations given to us, the Company has incurred cash losses in the financial year ` 1,890.00 lakh and in the immediately preceding financial year ` 513.27 lakh.
- xviii. According to the information & explanations given to us, there was no resignation of Statutory Auditors, during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.
- xix. According to the information & explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the Audit Report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and

when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not a 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 & explanations given to us, the Company is not required to comply with Section 135(5) of the Act. Accordingly, paragraph 3(xx)(a) and (b) of the Order is not applicable.

**For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N**

**Dated : 20th June, 2024
Place : Chandigarh**

**(PRATEEK PURI)
PARTNER
Membership No. - 524431**

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

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

Opinion

We have audited the internal financial controls over financial reporting of **Naraingarh Sugar Mills Limited** as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

-2-

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Qualified Opinion

According to the information and explanations given to us and based on our audit, material weakness has been identified in the Company's internal financial controls over financial reporting as at 31st March, 2024 as regards:

- a. *Contingent Liabilities & Commitments (including default in repaying Bank loans and guarantees) can adversely affect the financial viability of the company. Adverse decision by various adjudication authorities can further erode the working capital as well as Share capital too.*
- b. *Default by company in repaying loan (principal & Interest) from various banking/ financial institutions. An FIR dated 28/12/2021 was lodged u/s 120B, 406,409,420,468 & 471 of IPC against relative of ex-director and other officers of the company, The management of the company is also taken over by the state government. Further land measuring 64 Acre in the name of Company was also attached by Hon'ble Court vide order dated 25/02/2022. These developments can adversely affect to the overall functioning of the company and may also effect the "Going Concern Concept" of the company.*
- c. *Parties' balances including balance from Mr. Rahul Anand who is the prime party of FIR along with other firms related to him. (Note 4.5, 4.12 & 4.13 of the financial statements)*

A 'material weakness' is a deficiency or a combination of deficiencies in internal financial control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion regarding the material weaknesses described above, the Company has failed to maintain adequate internal financial controls over financial reporting with reference to these financial statements as on 31st March, 2024.

**For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N**

**Dated : 20th June, 2024
Place : Chandigarh**

**(PRATEEK PURI)
PARTNER
Membership No. - 524431**

NARAINGARH SUGAR MILLS LIMITED
BALANCE SHEET
AS AT 31ST MARCH, 2024

(` in lakh)

	NOTE	As at 31st March, 2024	As at 31st March, 2023
Non-Current Assets			
(a) Property, Plant & Equipment	1.1	13,277.85	14,197.15
(b) Deferred Tax Assets (net)		6,426.69	5,694.37
(c) Other Non-Current Assets	1.2	685.09	505.59
Total Non-Current Assets		20,389.62	20,397.11
Current Assets			
(a) Inventories	1.3	3,086.47	5,711.21
(b) Financial Assets			
(i) Trade Receivables	1.4	8,323.38	8,638.51
(ii) Cash and cash equivalents	1.5	429.46	1,282.65
(iii) Other Financial Assets	1.6	14.03	9.72
(c) Other Current Assets	1.7	7,553.33	8,588.45
Total Current Assets		19,406.67	24,230.55
Total Assets		39,796.29	44,627.66
<u>EQUITY & LIABILITIES</u>			
Equity			
(a) Equity Share Capital	1.8	2,119.54	2,119.54
(b) Other Equity	1.9	(13,401.86)	(11,468.23)
Total Equity		(11,282.32)	(9,348.69)
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.10	9,291.69	10,295.17
(ii) Other Financial Liabilities	1.11	138.17	147.55
(b) Provisions	1.12	259.57	244.73
(c) Other Non-Current Liabilities	1.13	7,197.15	7,197.15
Total Non-Current Liabilities		16,886.58	17,884.60
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.14	1,003.48	903.12
(ii) Trade Payables	1.15		
-Total outstanding dues of Micro Enterprises and Small Enterprises		23.58	23.58
-Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		4,882.58	10,202.81
(iii) Other Financial Liabilities	1.16	24,435.50	20,900.83
(b) Other Current Liabilities	1.17	3,804.47	4,023.95
(c) Provisions	1.18	42.42	37.46
Total Current Liabilities		34,192.03	36,091.76
Total Equity and Liabilities		39,796.29	44,627.66

Significant accounting policies 3
Other notes to accounts 4

For and on behalf of the Board of Directors

The notes referred to above form an integral part of the financial statements.

"AUDITOR'S REPORT"
In terms of our attached report of even date.

SANDEEP SINGH GHUMAN
(Whole-time Director)
DIN : 07275838

For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N

MANOJ KUMAR DAS
(Director)
DIN : 07693956

VIJAY BHATIA
(Chief Financial Officer)

Dated : 20th June, 2024
Place : Banondi

(PRATEEK PURI)
PARTNER
Membership No. - 524431

Prabhjot Kaur
(Company Secretary)

NARAINGARH SUGAR MILLS LIMITED
STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2024

	<u>NOTE</u>	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(` in lakh)			
Revenue			
Revenue from Operations	2.1	22,914.61	21,571.76
Other Operating Revenues	2.2	3.01	599.26
Other Income	2.3	0.88	39.92
Total Income		22,918.50	22,210.93
Expenditure			
Cost of Materials Consumed	2.4	15,780.57	17,069.40
Changes in Inventories of Finished Goods and Work-in-Progress	2.5	2,666.09	-385.74
Employee Benefits Expense	2.6	870.84	859.05
Finance Costs	2.7	3,866.86	3,362.77
Depreciation & Amortisation Expense	1.1	924.13	995.03
Other Expenses	2.8	1,624.14	1,818.72
		25,732.63	23,719.23
Loss before tax		-2,814.13	-1,508.29
Tax Expense			-391.02
-Deferred tax		-732.31	
Loss after tax		-2,081.82	-1,117.28
Other Comprehensive Income/(Loss)			
Items that will not be reclassified to Statement of Profit & Loss			
(i) Measurement of post employment benefit obligation		-27.31	13.39
(ii) Measurement of investments		0.00	0.00
Other Comprehensive Income/(Loss) for the year		-27.31	13.39
Total Comprehensive Profit/(Loss) for the year		-2,109.13	-1,103.89
Earnings per equity share			
Basic & Diluted			
-10 paid-up	4.16	(10.95)	(5.87)
-5 paid-up		(5.47)	(2.94)
Significant accounting policies	3	For and on behalf of the Board of Directors	
Other notes to accounts	4		
The notes referred to above form an integral part of the financial statements.	"AUDITOR'S REPORT"	SANDEEP SINGH GHUMAN	
	In terms of our attached report of even date.	(Whole-time Director) DIN : 07275838	
		MANOJ KUMAR DAS	
		(Director) DIN : 07693956	
	For P.K. VASUDEVA & CO.		
	CHARTERED ACCOUNTANTS		
	Firm Registration No. - 000724N		
		VIJAY BHATIA	
		(Chief Financial Officer)	
Dated : 20th June, 2024	(PRATEEK PURI)		
Place : Banondi	PARTNER	Prabhjot Kaur	
	Membership No. - 524431	(Company Secretary)	

NARAINGARH SUGAR MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2024

(` in lakh)

(a) Equity Share Capital (Refer Note 1.8)	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Balance at the Beginning of the year	1,901.81	1,901.81
Add : Additions during the year	0.00	0.00
Balance at the end of the year	<u>1,901.81</u>	<u>1,901.81</u>

Attributable to the owners of the Company
Reserves and Surplus

(b) Other Equity (Refer Note 1.9)	Capital Reserve	Capital Redemption	MAT Credit Entitlement	Retained Earnings	Total Equity
Balance as at 01st April, 2022	373.95	488.45	218.66	-11,433.97	-10,352.90
Profit/(Loss) for the year	0.00	0.00	-11.44	-1,117.28	-1,128.72
Income/(Loss)	0.00	0.00	0.00	13.39	13.39
Balance as at 01st April, 2023	<u>373.95</u>	<u>488.45</u>	<u>207.22</u>	<u>-12,537.85</u>	<u>-11,468.23</u>
Profit/(Loss) for the year	0.00	0.00	0.00	-2,081.82	-2,081.82
Income/(Loss)	0.00	0.00	0.00	-27.31	-27.31
Balance as at 31st March, 2024	<u>373.95</u>	<u>488.45</u>	<u>207.22</u>	<u>-14,646.98</u>	<u>-13,577.36</u>

"AUDITOR'S REPORT"

In terms of our attached report of even date.

For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
 Firm Registration No. - 000724N

(PRATEEK PURI)
PARTNER
 Membership No. - 524431

Dated : 20th June, 2024
 Place : Banondi

For and on behalf of the Board of Directors

SANDEEP SINGH GHUMAN
 (Whole-time Director)
 DIN : 07275838

MANOJ KUMAR DAS
 (Director)
 DIN : 07693956

VIJAY BHATIA
 (Chief Financial Officer)

Prabhjot Kaur
 (Company Secretary)

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.1 : PROPERTY, PLANT & EQUIPMENT

<u>PARTICULARS</u>	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	COST	ADDITIONS/ (ADJUSTMENTS)	AS ON 01.04.2023	DURING THE YEAR	AS ON 31.03.2023	AS ON 31.03.2024
	AS ON 01.04.2023	TOTAL	01.04.2023	TOTAL	31.03.2023	31.03.2024
Land	463.70	0.00	0.00	0.00	463.70	463.70
Building						
-Factory	3,360.37	0.00	1,602.02	143.72	1,758.36	1,614.63
-Non Factory	504.60	0.00	186.63	7.03	317.97	310.94
Furniture & Fixtures	56.40	0.24	36.05	1.94	20.35	18.65
Plant & Machinery						
-Machinery	19,967.61	1.15	8,432.81	758.95	11,534.80	10,777.00
-Equipment/Computers	116.43	3.44	79.25	5.85	37.18	34.77
-Vehicles	180.50	0.00	115.71	6.64	64.79	58.15
"A" FIGURES FOR CURRENT YEAR :	24,649.61	4.83	10,452.47	924.13	14,197.15	13,277.85
"B" FIGURES FOR PREVIOUS YEAR :	24,640.35	9.27	9,457.44	995.03	15,182.91	14,197.15

Dated : 20th June, 2024
Place : Chandigarh

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.2 : OTHER NON-CURRENT ASSETS

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
(Unsecured considered good - unless otherwise stated)		
Advance -For Capital Goods	268.95	268.95
Deposits with Government Departments & Other Agencies	33.42	29.42
<u>Taxes</u> MAT Credit Entitlement	382.72	207.22
TOTAL	<u>685.09</u>	<u>505.59</u>

NOTE 1.3 : INVENTORIES

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
(As taken, valued & certified by the Management)		
-Raw Material	0.00	0.25
-Work-in-Progress	0.00	242.58
-Finished Goods etc.	2,812.89	5,236.40
-Stores & Spares etc.	273.58	231.99
TOTAL	<u>3,086.47</u>	<u>5,711.21</u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.4 : TRADE RECEIVABLES

	As at 31st March, 2024	As at 31st March, 2023
		<i>(` in lakh)</i>
Unsecured, considered good	7,559.50	7,874.64
Unsecured, considered doubtful	763.88	763.88
TOTAL	8,323.38	8,638.51

Trade Receivables Ageing Schedule

<u>Particulars</u>	<u>Outstanding for following periods from due date of payment</u>					<u>Total</u>
	<u>Less than 6 months</u>	<u>6 months- 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 years</u>	
i) Undisputed Trade receivables - considered good	976.07	0.00	0.00	764.32	0.42	1,740.82
ii) Undisputed Trade receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
iii) Disputed Trade receivables - considered good	0.00	0.00	7.84	30.63	5,780.22	5,818.68
iv) Disputed Trade receivables - considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
v) Disputed Trade receivables - significant increase in credit risk	0.00	0.00	0.00	0.00	763.88	763.88
TOTAL	976.07	0.00	7.84	794.95	6,544.52	8,323.38

NOTE 1.5 : CASH AND CASH EQUIVALENTS

	As at 31st March, 2024	As at 31st March, 2023
		<i>(` in lakh)</i>
Balance with Banks Current Accounts	429.36	1,282.56
Cash Balance	0.10	0.10
TOTAL	429.46	1,282.65

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.6 : OTHER CURRENT FINANCIAL ASSETS

	As at 31st March, 2024	(<i>in lakh</i>) As at 31st March, 2023
Staff Advance	14.03	9.72
TOTAL	<u>14.03</u>	<u>9.72</u>

NOTE 1.7 : OTHER CURRENT ASSETS

	As at 31st March, 2024	(<i>in lakh</i>) As at 31st March, 2023
Advance For Supplies & Services	1,492.34	1,489.19
Prepaid Expenses	14.09	11.16
Balances with Statutory/Revenue Authorities	19.52	29.51
Others	6,027.38	7,058.59
TOTAL	<u>7,553.33</u>	<u>8,588.45</u>

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.8 : SHARE CAPITAL

		<i>(` in lakh)</i>	
		As at	As at
		<u>31st March, 2024</u>	<u>31st March, 2023</u>
1.8.1 Authorised			
-21,000,000 Equity shares of ` 10/- each		<u>2,100.00</u>	<u>2,100.00</u>
-9,000,000 Redeemable Preference shares of ` 10/- each		<u>900.00</u>	<u>900.00</u>
1.8.2 Issued, Subscribed & Paid up			
Equity Share Capital			
-20,312,200 Equity shares of ` 10/- each	2,031.22		
Less : Calls in arrear *	<u>129.41</u>	1,901.81	1,901.81
Preference Share Capital **			
-2,177,251 (12%) Redeemable, (Non-Cumulative), Preference shares of ` 10/- each		217.73	217.73
TOTAL `		<u><u>2,119.54</u></u>	<u><u>2,119.54</u></u>

* represent 2,588,200 Equity Shares @ ` 5 per share (refer note 4.3).

** due for redemption (refer note 4.3).

1.8.3 Details of Shareholders holding more than 5% equity shares and Promoters shareholding as at year end.

Equity shares of ` 10/- each.

		As at		As at	
		31st March, 2024	31st March, 2024	31st March, 2023	31st March, 2023
Name of the Shareholders	Number of Shares	% of Shareholding	Number of Shares	% of Shareholding	Number of Shares
Mrs. Renu Anand *	37,06,440	18.25	37,06,440	18.25	37,06,440
Mr. Suvrat Khanna	21,15,240	10.41	21,15,240	10.41	21,15,240
Mr. Taranbir Singh	21,15,240	10.41	21,15,240	10.41	21,15,240
ILife Medical Devices Pvt. Ltd.	15,00,000	7.38	15,00,000	7.38	15,00,000
Mr. Pradeep Anand	13,00,000	6.40	13,00,000	6.40	13,00,000
Mr. P.L. Lamba	11,33,400	5.58	11,33,400	5.58	11,33,400
<u>Promoters</u>					
Network Fiscal Services LLP	8,61,600	4.24	8,61,600	4.24	8,61,600
TOTAL	<u><u>1,27,31,920</u></u>	<u><u>62.68</u></u>	<u><u>1,27,31,920</u></u>	<u><u>62.68</u></u>	<u><u>1,27,31,920</u></u>

* inclusive of 3,472,840 shares of Late Mr. Onkar Anand (Ex-Director) pending transfer in her name.

1.8.4 Reconciliation of share capital outstanding as at the beginning and at the end of the year

During the current year and in the previous year, there has been no movement in the number of equity shares outstanding.

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.9 : OTHER EQUITY

	As at		(` in lakh)	
	31st March, 2024		31st March, 2023	
Capital Reserve				
-Balance brought forward		373.95		373.95
Capital Redemption Reserve				
-Balance brought forward		488.45		488.45
Deficit				
Statement of Profit & Loss				
-Balance brought forward	-12,537.85		-11,433.97	
-Add : Net Loss for the year	<u>-2,109.13</u>	-14,646.98	<u>-1,103.89</u>	-12,537.85
MAT Credit Entitlement				
-Balance brought forward	207.22			207.22
-Add : Adjustment relating to previous years	<u>175.50</u>	382.72		
TOTAL		<u><u>-13,401.86</u></u>		<u><u>-11,468.23</u></u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.10 : NON-CURRENT BORROWINGS

			(` in lakh)	
			As at	As at
			31st March, 2024	31st March, 2023
1.10.1 Secured :				
<u>Term Loans</u>				
-From : IREDA		16,919.71		
-Less : Installments due	2,283.06			
-Less : Interest accrued & due	5,572.28			
-Less : Current Maturities (refer note 1.14 & 1.16)	1,003.48	8,858.82	8,060.89	9,064.37
<u>Soft Loans</u>				
-From : Bank		15,194.30		
-Less : Installments due	9,090.00			
-Less : Interest accrued & due (refer note 1.16)	6,104.30	15,194.30	0.00	8,060.89
			8,060.89	0.00
				9,064.37
1.10.2 Unsecured				
<u>Soft Loan</u>				
-From : Bank		775.47		0.00
-Less : Installments due (refer note 1.16)		775.47	0.00	
From : Others		1,230.80	1,230.80	1,230.80
			1,230.80	1,230.80
			9,291.69	10,295.17

Notes: 1. Term Loans :

From: Indian Renewable Energy Development Agency Ltd. (IREDA)

are secured by first charge, on all the fixed assets of the Company (situated at Village Banondi, Tehsil Naraingarh, Distt. Ambala, Haryana & elsewhere) both present & future, on pari-passu basis with GOI (SDF) for its term loan, exclusive charge on receivables of power from Bagasse/Biomass based cogeneration project & other monies credited/to be credited in TRA of the Borrower and also lying or held wherever else and equitable mortgage by deposit of title deeds of immovable properties of the Company.

The said loans are also secured by personal guarantee of Mrs. Renu Anand & Mr. Jitendra Anand (erstwhile Directors), of the Company.

The rate of interest on the loan ranges from 12.50% to 15.00% per annum.

2. Soft Loans :

From: The Ambala Central Cooperative Bank Ltd.

are secured by

i) first charge on sugar stock equivalent to the instalment of loan/interest due in that crushing season with 20% margin.

ii) 1st/2nd charge on 64 acres land of the Company (situated in Village Natwal, Toda and Naya Gaon in District Panchkula).

iii) 1st/2nd charge on Land and Building of a Company in which one of the erstwhile Director/relative of erstwhile Director are interested.

iv) agriculture land/residential plot in the name/joint name of the erstwhile Directors of the Company.

The said loans are also secured by personal guarantee of one of the erstwhile Director and relative of the erstwhile Director of the Company.

The rate of interest on the loans ranges from 11.00% to 12.00% per annum.

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.11 : OTHER NON-CURRENT FINANCIAL LIABILITIES

	As at 31st March, 2024	(<i>in lakh</i>) As at 31st March, 2023
Security Deposits		
-From: Farmers, Suppliers, Dealers and Contractors etc.	50.30	66.50
Retention/Earnest Money	87.87	81.05
TOTAL	<u>138.17</u>	<u>147.55</u>

NOTE 1.12 : NON-CURRENT PROVISIONS

	As at 31st March, 2024	(<i>in lakh</i>) As at 31st March, 2023
Gratuity		
-Balance brought forward	184.28	
-Add: Other Comprehensive Income	31.93	
	<u>216.21</u>	
-Add : Current year's provision	31.73	247.94
	<u>43.17</u>	
-Less : paid during the year	43.17	204.77
	<u>204.77</u>	184.28
Leave Encashment		
-Balance brought forward	60.45	
-Add : Current year's provision	12.13	72.58
	<u>72.58</u>	
-Less : Actuarial Gain recognised in Statement of Profit & Loss	4.63	
-Less : paid during the year	13.14	17.77
	<u>17.77</u>	54.81
	<u>54.81</u>	60.45
TOTAL	<u>259.57</u>	<u>244.73</u>

NOTE 1.13 : OTHER NON-CURRENT LIABILITIES

	As at 31st March, 2024	(<i>in lakh</i>) As at 31st March, 2023
Advance		
From Customer	7,197.15	7,197.15
TOTAL	<u>7,197.15</u>	<u>7,197.15</u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.14 : CURRENT BORROWINGS

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
Current Maturities of Long-term debts (refer note 1.10)	1,003.48	903.12
TOTAL	<u>1,003.48</u>	<u>903.12</u>

NOTE 1.15 : TRADE PAYABLES

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
Total outstanding dues of Micro Enterprises and Small Enterprises	23.58	23.58
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	4,882.58	10,202.81
TOTAL	<u>4,906.16</u>	<u>10,226.39</u>

Trade Payables Ageing Schedule

<u>Particulars</u>	<u>Outstanding for following periods from due date of payment</u>				<u>Total</u>
	<u>Less than 1 year</u>	<u>1-2 years</u>	<u>2-3 years</u>	<u>More than 3 years</u>	
i) MSME	0.57	1.27	0.00	3.78	5.62
ii) Others	4,361.52	24.13	2.44	41.58	4,429.67
iii) Disputed Dues - MSME	0.00	0.00	0.00	17.96	17.96
iv) Disputed Dues - Others	0.00	3.61	4.04	445.26	452.91
	<u>4,362.10</u>	<u>29.00</u>	<u>6.48</u>	<u>508.58</u>	<u>4,906.16</u>

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 1.16 : OTHER CURRENT FINANCIAL LIABILITIES

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
Installments due	12,148.53	11,305.41
Interest accrued & due	11,676.58	8,777.75
Creditors For Capital Goods	42.19	42.19
Expenses payable	91.96	95.44
Workmen's Compensation	168.00	240.00
Other Liabilities	308.24	440.03
TOTAL	<u>24,435.50</u>	<u>20,900.83</u>

NOTE 1.17 : OTHER CURRENT LIABILITIES

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
Advance From Customers	3,680.00	3,695.53
Statutory Dues	124.47	328.42
TOTAL	<u>3,804.47</u>	<u>4,023.95</u>

NOTE 1.18 : CURRENT PROVISIONS

	As at 31st March, 2024	(` in lakh) As at 31st March, 2023
Gratuity		
-Balance brought forward	28.76	
-Add : Current year's provision	<u>4.21</u>	28.76
	32.97	
-Less : paid during the year	<u>0.00</u>	32.97
Leave Encashment		
-Balance brought forward	8.70	
-Add : Current year's provision	<u>0.75</u>	8.70
	9.45	
-Less : paid during the year	<u>0.00</u>	9.45
TOTAL	<u>42.42</u>	<u>37.46</u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 2.1 : REVENUE FROM OPERATIONS

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
		(` in lakh)
Sales		
-Sugar	19,352.37	17,929.27
-Molasses	1,928.61	1,774.94
-Power	1,467.55	1,763.17
-Press Mud	84.56	94.44
-Others	81.52	9.95
TOTAL	<u>22,914.61</u>	<u>21,571.76</u>

NOTE 2.2 : OTHER OPERATING REVENUES

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
		(` in lakh)
Sales		
-Sugar Quota	0.00	599.26
Farming Income (Net)	3.01	0.00
TOTAL	<u>3.01</u>	<u>599.26</u>

NOTE 2.3 : OTHER INCOME

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
		(` in lakh)
Interest earned	0.00	0.05
Rent	0.66	0.66
Miscellaneous	0.22	39.21
TOTAL	<u>0.88</u>	<u>39.92</u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 2.4 : COST OF MATERIALS CONSUMED

	For the year ended 31st March, 2024		For the year ended 31st March, 2023	
			(` in lakh)	
Opening Stock	0.25		1.10	
Add : Purchases	<u>15,780.33</u>	15,780.57	<u>17,068.55</u>	17,069.65
Less : Closing Stock		0.00		0.25
TOTAL		<u><u>15,780.57</u></u>		<u><u>17,069.40</u></u>

NOTE 2.5 : CHANGES IN INVENTORIES

	For the year ended 31st March, 2024		For the year ended 31st March, 2023	
			(` in lakh)	
Stock at Commencement				
-Work-in-Progress	242.58		220.13	
-Finished Goods	<u>5,236.40</u>	5,478.98	<u>4,873.12</u>	5,093.24
Stock at Close				
-Work-in-Progress	0.00		242.58	
-Finished Goods	<u>2,812.89</u>	2,812.89	<u>5,236.40</u>	5,478.98
TOTAL		<u><u>2,666.09</u></u>		<u><u>-385.74</u></u>

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 2.6 : EMPLOYEE BENEFITS EXPENSE

	(` in lakh)	
	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries & Wages (salaries & wages, leave encashment & bonus)	760.26	756.09
Contribution to : -Provident Fund & Other Funds	47.14	48.25
Other benefits :		
-Staff Welfare	27.50	23.43
-Gratuity	35.94	31.28
TOTAL `	<u>870.84</u>	<u>859.05</u>

NOTE 2.7 : FINANCE COSTS

	(` in lakh)	
	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Interest		
-Bank	1,541.70	1,394.29
-Others	2,325.13	1,968.36
Bank Charges	0.03	0.12
TOTAL `	<u>3,866.86</u>	<u>3,362.77</u>

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED

NOTE 2.8 : OTHER EXPENSES

			(` in lakh)	
	For the year ended 31st March, 2024		For the year ended 31st March, 2023	
Other Operating Expenses				
-Consumable Stores	176.60		201.54	
-Packing Material	145.22		226.95	
-Power & Fuel	4.81		3.94	
-Others	<u>86.55</u>	413.18	<u>107.25</u>	539.68
Rent		18.81		15.99
Repairs & Maintenance				
-Building/Electricals	119.52		149.11	
-Machinery & Equipment	692.59		735.13	
-Computers	4.61		3.19	
-Vehicles	<u>14.58</u>	831.29	<u>13.69</u>	901.11
Insurance		37.36		38.54
Rates & Taxes		42.59		8.93
Legal & Professional Charges		78.41 *		17.51
Other Administrative Expenses		8.45		8.95
Travelling & Conveyance				
-Staff/Others		3.55		3.75
General Charges		60.33		59.42
Selling & Distribution Expenses		130.17 **		115.66
Loss				
-Insurance Claim		0.00		109.17
TOTAL `		<u><u>1,624.14</u></u>		<u><u>1,818.72</u></u>

* inclusive of Auditors' Remuneration (` 3.50).

** inclusive of Commission, Rebate & Discount (` 122.45).

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF LONG-TERM BORROWINGS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>		<u>AMOUNT</u>	<u>TOTAL</u>
<u>Secured:</u>			
Term Loans			
<u>From : Indian Renewable Energy Development</u>			
<u>Agency Ltd.</u>			
Account I	1,47,26,92,804		
Account II	<u>21,92,77,973</u>	1,69,19,70,777	
Less: Current Maturities	10,03,48,000		
Less: Installments due	22,83,05,978		
Less : Interest accrued & due	<u>55,72,28,006</u>	<u>88,58,81,984</u>	80,60,88,793
<u>Soft Loans</u>			
From : Bank			
-The Ambala Central Cooperative Bank Ltd.			
Account I	1,00,26,20,819		
Account II	<u>51,68,08,876</u>	1,51,94,29,695	
Less: Installments due	90,90,00,000		
Less : Interest accrued & due	<u>61,04,29,695</u>	<u>1,51,94,29,695</u>	<u>0</u> 80,60,88,793
<u>Unsecured:</u>			
Soft Loan			
From : Bank			
-The Ambala Central Cooperative Bank Ltd.			
		7,75,47,378	
Less: Installments due		<u>7,75,47,378</u>	0
<u>From : Others</u>			
Renu Anand *		<u>12,30,79,982</u>	12,30,79,982
	TOTAL		<u>92,91,68,775</u>

* erstwhile Director of the Company.

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER NON-CURRENT FINANCIAL LIABILITIES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Security Deposits:</u>		
From: Farmers, Suppliers, Dealers and Contractors etc.		
Anil Kumar	1,00,000	
Barkha Ram	15,000	
Bhopal Singh	1,00,000	
H.P. Civil Supply Corporation	50,000	
Harbans Singh	1,00,000	
Harish Pal	1,00,000	
Islam	1,00,000	
Jagdamba Traders	2,50,000	
Jai Bhagwan	1,00,000	
Jaspal Singh	50,000	
Kulveer Contractor	50,000	
Lakhwinder Singh	50,000	
Lakshmi Narayan Mantra	2,50,000	
LNM Sugar Supplier	2,50,000	
Mam Chand	6,00,000	
Mohan Lal Subhash Chand	2,50,000	
Mohit Trading Co.	2,50,000	
Naresh Oversees Pvt. Ltd.	2,50,000	
Others	4,90,689	
Parmanand Babu Ram	2,50,000	
Rajbir Singh	50,000	
Rajesh Bhardwaj	3,24,104	
Rama Saini	50,000	
Ramdhan	1,00,000	
Randeep Singh	1,00,000	
Sandeep Kumar	50,000	
Shree Balaji Enterprises	2,50,000	
Subhash Chand	1,00,000	
Suresh Kumar	1,00,000	
Surinder Kumar	1,00,000	
Tarachand	50,000	
Vinod Kumar	1,00,000	
	50,29,793	50,29,793

CONTD.P/2.....

Retention Money:

-Ace Build Ltd.	27,00,000		
-Ajaib Singh	72,450		
-Ashoka Foundry	39,600		
-B.R. World	50,521		
-Bag Poly International Pvt. Ltd.	6,13,923		
-Bharat Rogan Co.	3,71,000		
-Engineering Corporation	20,503		
-Gogia Electrical	1,11,599		
-H.P. Civil State	3,254		
-Jasbir Singh	72,190		
-Kay Bounet Engg.	15,50,000		
-Mayur Industries	3,84,701		
-Nashik Electrical	69,390		
-Odhi Electric	441		
-Prem Color Chem Pvt. Ltd.	6,691		
-Ram Dass Aggarwal	54,450		
-Shree Fastner	7,638		
-Shri Invironment	9,748		
-Sita Ram Enterprises	42,426		
-Sukhvinder Singh	40,735		
-Thermax Ltd.	2,82,500		
-Vishkarma Engineer	34,800		
-Zulfiqar Ali	16,979	65,55,539	
Earnest Money			
-Deposit for Tenders		22,31,541	87,87,080
TOTAL			1,38,16,873

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER NON-CURRENT LIABILITIES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
<u>Advance:</u>	
From: Customer	
-Yathuri Associates	71,97,14,634
TOTAL	<u>71,97,14,634</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER NON-CURRENT ASSETS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Advance:</u>		
<u>For Capital Goods</u>		
Bhushan Enterprises	1,05,00,000	
Indiana Machine Tools	15,00,000	
National Heavy Engineering Co-operative Ltd.	10,65,000	
Sai Sidha Sugar Equipments Engineers Co. Pvt. Ltd.	1,30,80,000	
Sudhir Genset Ltd.	7,50,000	2,68,95,000
<u>Deposits</u>		
<u>with Government Department</u>		
<u>& Other Agencies</u>		
<u>For Electricity:</u>		
with Haryana Vidyut Prasaran Nigam Ltd.	3,42,500	
with Uttar Haryana Bijli Vitran Nigam Ltd.	4,98,334	
with HAREDA	10,00,000	18,40,834
<u>For Telephones & Communication:</u>		
with Escotel Mobile Communications Ltd.	18,000	
with Spice Telecom Ltd.	3,000	21,000
<u>For Premises:</u>		
with Kulwinder Singh Bassi		4,50,000
<u>Others:</u>		
with Haryana State Pollution Control Board	9,20,000	
with Cane Commissioner, Haryana	20,000	
with Hindustan Petroleum Corporation Ltd.	2,350	
with Food Department, Haryana	1,000	
with United Traders	20,000	
with Bharat Petroleum Corporation Ltd.	18,600	
with National Fertilizer Ltd.	25,000	
with Zee Turner	8,000	
with Rashtriya Gas Sewa	14,800	10,29,750
MAT Credit Entitlement		3,82,72,084
TOTAL		<u>6,85,08,668</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF TRADE RECEIVABLES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Ambay Trading Co.	20,42,416
Ankush Enterprises	1,017
Ashoka Traders	13,283
Balaji Pharmachem	19,35,575
Banaundi Farmers Producer Company Ltd.	7,83,809
Bhagat Ram Jagdev Singh	3,000
Bharti Airtel Ltd.	28,160
DC Cum Chairman Distt Disaster Management	1,276
Esoteric Trading Private Limited *	31,99,15,205
G S Agro Fuels	3,65,370
Ganda Mal Mangal Dass	5,434
H.S.Gaba Trading Co.	4,488
Haryana Power Purchase Centre	17,39,66,530
Hilight Enterprises	50,47,000
Hpmc Ltd.	1,470
HPMC	371
HR Traders	4,78,800
Ion Healthcare Pvt. Ltd.	33,82,623
Jain Trading Co.	547
Kanhiya Lal Madho Ram	27,76,415
Kathuria Brothers	9,457
Krishna Trading Co.	1,574
M.K. Traders	1,22,298
Madan Singh Todar Singh	5,39,764
Mangal Chand Mahabir Parshad	829
Mayank Enterprises	1,33,43,200
Narshing Dass Sita Ram	36,958
Nathu Mal Ganga Bishan	581
Navkar Lifesciences	14,01,282
New Aggarwal Trading Co.	580
Rahul Anand **	38,52,685
Rahul Sales Ltd. ***	18,65,55,285
Rajdhani Trading Co.	4,728
Ranjha Ram Om Parkash	899
Rohit Traders	28,61,958
Sacha Sauda	35,76,692

CONTD.P/2.....

Siddhayu Ayurvedic Research F. Pvt. Ltd. Wadsa	9,50,120
Siddhayu Ayurvedic Research F Pvt. Ltd. - Seoni (MP)	10,47,880
Siddhayu Ayurvedic Reserch F.P. Ltd. - Maharashtra	42,73,483
Sidnet	10,13,21,512
Suraj Bhan Sadhu Ram & Co.	11,60,359
Tirath Ram Sons & Co.	3,02,230
Utkarsh Trading Co.	2,19,847
Yash Traders	744
TOTAL `	<u><u>83,23,37,734</u></u>

* *Company controlled by relative of ex-Director.*

** *Relative of erstwhile Directors and Majority Shareholder.*

*** *Company in which erstwhile Directors/relatives of erstwhile Directors are interested.*

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF CASH & CASH EQUIVALENTS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Cash and cash equivalents</u>		
<u>Balance with Banks:</u>		
Current Accounts		
-with Indian Bank		
Account no. - I	61,624	
Account no. - II	38,222	
Account no. - III	<u>2,12,51,069</u>	2,13,50,915
-with Axis Bank		2,10,70,370
-with Punjab National Bank		81,202
-with State Bank of India		1,07,064
-with Union Bank of India		
Account no. - I	1,499	
Account no. - II	<u>4,336</u>	5,835
-with IDBI Bank		17,607
-with IndusInd Bank		57,959
-with Oriental Bank of Commerce		2,39,797
-with The Ambala Central Cooperative Bank Ltd.		<u>5,544</u>
		4,29,36,292
<u>Cash Balance:</u>		
Cash in hand		9,665
TOTAL		<u><u>4,29,45,958</u></u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER CURRENT FINANCIAL ASSETS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
<u>Advance</u>	
<u>(Staff)</u>	
Ajay Sharma-EDP Manager	80,000
Anil Kumar -Instrument	4,000
Anshul Gupta-Personnel	15,477
Ashok Kumar A/c	45,061
Avadesh -Peon	10,000
Baljinder Singh-Wb Fitter	90,400
Deewan Singh -Fitter	25,000
Dharambir Singh - Peon	16,500
Dinesh Kumar - Personal	1,65,000
Dinesh Kumar-Personnel Department	30,000
Gautam -Welder	12,500
Gian Singh-Cdi Cane	99,000
Gopal -Power Plant	10,000
Gurmeet Singh - Helper	2,000
Hitesh Kumar-Personnel	20,000
Jasbir Singh -Power Plant	15,000
Karan Singh -Power Plant	3,000
Lokendra Kumar-Personnel Officer	29,217
Mahesh Yadav-Turbine Engineer	52,209
Manish Kumar Fitter Helper	2,000
Manoj Kumar Singh-Cane	63,217
Mohit Kumar -Service Pump Attdt	305
Pravendra Kumar Rathi-Agm Cane	1,00,000
Rajeev Sharma -Sr Account Officer	50,000
Rajesh Kumar -Peon	21,819
Rajveer D.C.S Engineer	13,393
Ram Bohara - Guest House	8,000
Sandeep Kumar - Instrument	7,000
Santi-Washerman	10,622
Satpal Dhiman	10,000
Shiv Dayal -Cane	25,000
Sidharth	20,000
Sukhvir Singh (Asstt. Manager Cane)	2,575
Suman Kumar Verma-Driver	9,300
V.K. Singh	3,35,556
TOTAL	<u>14,03,151</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER CURRENT ASSETS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Advance</u>		
<u>For Supplies & Services:</u>		
Aay Cee Engineering Works	4,360	
Abb India Ltd	46,222	
Acc Concrete Ltd.	10,860	
Aircon Engineers	20,891	
Alpha Control Instruments Pvt. Ltd.	38,350	
Authentic Systems & Technologies	6,027	
Balaji Rubbers	74,039	
Balbir Singh Gill	5,00,000	
Bankey Bihari Packaging Pvt. Ltd.	5,102	
Beltex Corporation	95,690	
Bharat Petroleum Corporation Ltd.	23,852	
Bse Limited	6,50,618	
Centre For Industrial Testing & Research	17,400	
Continental Conveyors Pvt. Ltd.	1,094	
Devesh International	12,21,090	
Farm2 Energy	3,15,568	
G & K Insulation And Engineers	12,300	
Ghola Singh	1,00,000	
Global Canesugar Services Pvt. Ltd.	6,00,000	
Gmax Technologies	1,83,000	
Goyal Electronics	1,00,000	
Green Revolution	3,34,825	
GS Cooling Towers & Components Pvt. Ltd.	14,050	
Gujarat Enviro Protction & Infrastruture	44,560	
Guru Enterprises	23,000	
Hafed Sugar Mill	14,681	
Harish Electric Store	24,610	
Harish Pal	1,00,000	
Harry Rikhy - Advocate	20,000	
Harshit Enterprises	587	
Harshita Infrastructure	4,56,620	
Himani Boiler & Pressure Equipments	1,42,000	
Hitachi Hirel Power Electronics Pvt. Ltd.	40,710	
HPCL Mittal Energy Ltd.	1,104	
Indian Oil Corporation Ltd.	32,964	
J K Industries	118	

CONTD.P/2.....

Jaggi Cement Store	3,678
Janak Mohan Singh	25,000
K.S. Engineering Co.	2,176
Kanav Motors Pvt. Ltd.	59,991
Kanwar Pal	1,50,000
Kavitsu Transmissions Pvt. Ltd.	45,231
Korwa Trading Co.	10,990
Krohne Marshall Pvt. Ltd.	19,470
Laboratory Instruments & Chemicals	6,728
Megahertz Experts	48,144
Modern Engineers	31,699
N Kumar Chhabra & Co.	9,32,140
National Fertilizers Ltd. (Nangal)	14,354
National Fertilizers Ltd. (Panipat)	48,660
National Insurance Company Ltd.	346
Neha Anand	3,50,000
Nikunj Metals	30,000
Nissan Ceramics Pvt. Ltd.	8,125
Powersure Technologies	27,140
Prakash Insulation Services	4,16,028
Premier Engineeing Co.	1,311
Rama Trading Co.	5,00,000
Relicare Microsystems & Technologies	5,31,000
Rigan Singh	1,00,000
Rishi Kant Bharadwaj	3,00,000
RK Power	4,33,296
RN Instrument	1,90,106
Rotycan Turbotech Pvt. Ltd.	22,594
S.A. International	4,678
Satpal	1,00,000
Sehgal Sons	2,415
Sindhu Ajim	50,000
SJ Industries	45,161
Spray Engineering Devices Ltd.	28,294
SS Electro Engineers Pvt. Ltd.	50,449
Stylish Furniture	27,906
Svag Engineers	21,585
T&T Law	1,00,000
Techno Drop Multilube Systems	18,054

Thermax Ltd.	15,000		
Trafo Consultancy Services	21,540		
Universal Heavy Engineering Co.	1,64,480		
Vasantdada Sugar Institute	1,68,200		
Yash Paul Grover	5,00,000		
Yu Technologies Pvt. Ltd.	18,497	1,09,20,760	
Farmers		13,83,13,714	14,92,34,474
Prepaid Expenses:			
-Insurance		11,22,592	
-Rates & Taxes		2,86,365	14,08,957
Balances:			
with Statutory/Revenue Authorities			
Deferred			
-SGST	7,404		
-CGST	7,404		
-IGST	1,47,423	1,62,231	
Taxes:			
Tax deducted at source	17,85,625		
Tax collected at source	4,319	17,89,944	19,52,175
Others:			
Amount Recoverable			
From : Income Tax Department			
-For the Assessment Year 2009-2010	66,587		
-For the Assessment Year 2015-2016	1,48,150		
-For the Assessment Year 2016-2017	1,87,730		
-For the Assessment Year 2018-2019	1,36,003		
-For the Assessment Year 2019-2020	76,814		
-For the Assessment Year 2020-2021	6,051		
-For the Assessment Year 2022-2023	10,19,460		
-For the Assessment Year 2023-2024 (on account of refund)	28,98,669	45,39,464	
From : Haryana State Government (on account of subsidy)		2,53,00,000	
From : Non-Banking Financial Companies			
-Reliance Capital Ltd.	6,349		
-Kotak Mahindra Prime Ltd.	78,879	85,228	
(on account of tax deducted at source)			
From : Suppliers (on account of advance given in earlier years)			
Dross Energy Pvt. Ltd.	67,00,000		
Durga Traders	25,00,000		
Froto Industries	1,10,00,000		
Greener Renewables	1,03,81,614		
Punjab Renewable Energy Systems Pvt. Ltd.	3,25,00,000		
Raghupati Commodities Pvt. Ltd.	1,00,00,000		

Raghupati Overseas Pvt. Ltd.	5,25,52,598		
Rahul Sales Ltd. *	36,45,07,280		
Singer India Ltd.	20,06,250		
Verve Biomass Pvt. Ltd.	<u>3,68,00,000</u>	52,89,47,742	
<u>Others:</u>			
-Hem Raj (Car & cane imprest)	2,41,21,686		
-N.C.R. Developers (Land & Building)	20,00,000		
-Amit Electricals (Damages & Penalty)	49,60,947		
-Haryana State Government (on account of difference in levy sale price)	1,00,197		
<u>From : Naraingarh Distillery Ltd.</u> (on account of expenses)	<u>1,58,340</u>	3,13,41,170	
<u>Deposits :</u>			
-Sales Tax	98,12,631		
-Amit Electricals (under-protest - with Delhi High Court)	<u>5,00,000</u>	1,03,12,631	
-Local Area Development Tax (with Haryana State Government)	<u>14,91,098</u>	1,18,03,729	
-Excise Duty	2,48,500 **		
-Service Tax (deposit under-protest)	<u>4,71,738 **</u>	<u>7,20,238</u>	60,27,37,570
TOTAL `			<u><u>75,53,33,176</u></u>

* Company in which erstwhile Directors/relatives of erstwhile Directors are interested.

** Company has preferred appeals with CESTAT, New Delhi

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF SALARIES & WAGES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Salaries & Allowances	3,91,49,250
Wages & Allowances	3,27,92,322
Directors' Remuneration	5,10,000
Leave Encashment	12,87,721
Bonus	22,86,391
TOTAL	<u>7,60,25,684</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF STAFF WELFARE
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Medical Expenses	6,21,551
Uniform & Liveries	7,16,573
Festival Expenses	3,83,894
Others	1,81,376
Canteen	8,03,953
Pooja Expenses	42,876
TOTAL	<u>27,50,223</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OPERATING EXPENSES - OTHERS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Handling Charges etc.		
-Cane	30,01,881	
-Sugar	35,66,428	65,68,309
Others		
-Freight & Cartage		20,86,266
TOTAL		<u>86,54,574</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER ADMINISTRATIVE EXPENSES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Printing & Stationery	6,73,554
Postage & Courier	3,818
Telephones & Communication	1,67,458
TOTAL	<u>8,44,830</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF GENERAL CHARGES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Watch & Ward	60,19,121
Miscellaneous Expenses	3,700
Membership & Subscription	4,720
Newspaper & Periodicals	5,400
TOTAL	<u>60,32,941</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF SELLING & DISTRIBUTION EXPENSES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Commission, Rebate & Discount	1,22,45,117
Advertisement & Publicity	7,71,559
TOTAL	<u>1,30,16,676</u>

NARAINGARH SUGAR MILLS LIMITED
CALCULATION OF EPS - AS PER IND AS-33
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Earnings attributable to Equity Shareholders	-2,081.82
Weighted Average of outstanding Equity Shares (per `)	190.18
Equivalent Earnings per Equity Shares	-10.95
Basic Earnings per Equity Share	
- ` 10 paid-up	(5.87)*10/10
- ` 5 paid-up	(5.87)*5/10

Note :

Computation of weighted average of outstanding Equity Shares

<u>Particulars</u>	<u>Number of Shares</u>	<u>Weighted Average no. of Equity Shares</u>
Fully paid up Equity Shares	1,77,24,000 17,724,000*10/10	1,77,24,000
Partly paid up Equity Shares	25,88,200 2,588,200*5/10	12,94,100
Weighted Average of outstanding Equity Shares		<u><u>1,90,18,100</u></u>

Note:

Diluted earnings per share have not been furnished since Company is not having any Potential Ordinary Equity Shares.

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF TRADE PAYABLES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>For Supplies & Services:</u>		
<u>Contractors</u>		
Anil Contractor-Suhagni	1,05,300	
Ashok Kumar-Contractor	5,76,602	
Chander Mohan-Contractor	71,524	
Kiran Devi-Contractor	87,407	
Kulveer-Contractor	1,96,209	
Labh Singh-Contractor	12,44,861	
Musarrat Ali-Contractor	91,762	
Nissar Ahmad-Contractor	1,31,106	
Prince Kashyap-Contractor	1,74,215	
Puna Ram-Contractor	1,01,271	
Rahul Fabricator	1,41,570	
Rajat Kumar-Contractor	1,31,692	
Ramesh Chand-Contractor	12,61,067	
SSS Solution Services	5,65,081	
Vimal Kumar-Contractor	28,286	49,07,952
<u>Suppliers/Others:</u>		
A Arora And Co.	1,01,840	
A.L. Engineering Services	32,630	
ABR Petro Products Ltd.	10,44,180	
ACE Build Pvt. Ltd.	75,808	
Ador Powertron Ltd.	16,000	
Aggarwal Chemicals & Refractories	19,382	
Ahmedabad Stock Exchange Ltd.	30,337	
Alankit Assignments Ltd.	19,058	
Amar Singh - Advocate	5,97,040	
Amsha Transport Co	2,78,501	
Anu & Associates	3,08,958	
AR Consultant	87,945	
Ashoka Insulations Co.	1,46,768	
Ashwani The Business Consultant	95,700	
AWC Core Solutions Pvt. Ltd.	1,24,108	
Bag Poly Industries - Panipat	66,714	
Baldev Singh S/o Ram Gopal	1,67,722	
Bansal Traders	47,458	
Camway Concept	2,30,000	
Chilltech Systems	2,51,935	
Dang Trading Co.	13,679	

CONTD.P/2.....

Davish Kumar Dhingra	14,030
Deepak K Thakkar & Associates	32,875
Digital Utilities -New Delhi	1,95,112
Drips Waters India Pvt. Ltd.	1,15,732
Durga Electric Works	10,157
Dynamics Industrial Automation	27,840
Esoteric Trading Pvt. Ltd. *	2,21,28,802
FICCI	50,562
Gaurang Hemenderlal Thakkar	7,500
Govind Sons	70,103
Gupta Hardware Store	212
Gurunanak Transport Co	26,80,532
Hani Enterprises	1,57,295
Hari Prasad Rao	10,000
Hi-Tech Engineers	5,27,596
HP State Civil Supply	65,370
J N Gopal & Co. Pvt. Ltd.	76,288
J.B. Pneumatics	20,533
J.P. Mukherji & Associates Pvt. Ltd.	68,000
Jasbir Bassi	1,35,000
Kapil Traders	93,543
Kay Bouvet Engineering Pvt. Ltd.	4,07,909
KC Generator Hiring & Leasing Co.	2,08,800
Khatauli Timber Trader	25,024
Kiran Filling Station	55,282
Kulwinder Singh Bassi	1,35,000
Kundan Lal & Sons	1,377
Lavish Transport Co.	8,46,398
Lime Light Corporation	6,83,939
Madhav Transport Company	2,90,624
Mentor Capital Services Pvt. Ltd.	2,42,000
Moon Trading Co.	5,96,172
P.K. Vasudeva & Co.	3,78,000
Parkash Singh & Others	1,34,368
Parveer & Company	52,811
PN Instruments	27,022
Pranav Group of Industries	19,42,616
Pristine Industries Ltd.	17,95,912
Pure Chemicals Co.	13,570
Raj Amar Sugar Chains Pvt. Ltd.	76,099
Raj Pal	9,900
Raj Polybags Pvt. Ltd.	14,50,766

Ram Kumar Milk Man	30,700	
Raman Engineering Works	40,014	
Regent International	1,35,065	
S.R. Computers	11,700	
San Weld Electrodes	81,775	
Saraswati Oil Mills	23,440	
Shakti Brick Company	56,018	
Shiv Ganga Fabrics	3,40,469	
Shiv Shakti Bricks	77,700	
Shivam Enterprises	24,36,064	
Shree Govind Transport Co.	3,87,608	
Shri Ram Transport Co.	1,73,942	
Sigma Automation	1,92,930	
Sitson India Pvt. Ltd.	1,20,42,741	
Smart Tech IT Solution	6,000	
Smb Engineers Pvt. Ltd.	32,303	
Steel Authority of India Ltd.	13,161	
Sunrise Trading Co.	1,27,756	
Surinder Pal Anand	4,25,000	
Surya Balaji Co.	4,35,896	
Swayut Automation	27,000	
System & Control Technologies	9,204	
The Mustafabad Cane Grower Cooperative Society Ltd.	1,24,639	
Verma Ghansham & Associates	22,500	
Verma Sales Corporation - Delhi	76,644	
Vimal Sulphur Refinery Industries	1,50,309	5,70,97,011
<u>Due to Farmers</u> (on account of cane price)		42,86,10,854
TOTAL `		<u><u>49,06,15,817</u></u>

* Company controlled by Relative of Ex-Director.

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF CREDITORS
FOR CAPITAL GOODS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
R.K. Enterprises	20,77,390
Shree Kanha Enterprises	21,41,984
TOTAL	<u>42,19,374</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF EXPENSES PAYABLE
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Employee Benefits Expense</u>		
Salaries & Wages	60,36,594 *	
Bonus	22,85,291	
Provident Fund & Other Funds	<u>8,17,142</u>	91,39,027
<u>Other Expenses</u>		
Telephones & Communication	13,524	
Electricity & Water Charges	<u>43,366</u>	56,890
TOTAL		<u>91,95,917</u>

* inclusive of Ex-Gratia (` 463,618/-).

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF OTHER LIABILITIES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Due to Director	25,000
Due to Staff	80,596
<u>Unsettled Accounts</u>	
Unisiddha Trading Pvt. Ltd.	62,71,483
Grant Received (From A.C.D.O.) -For Purchase of Fixed Asset	1,32,690
Sundry Acceptances	2,39,23,428
Cheques pending encashment	3,90,480
TOTAL	<u>3,08,23,677</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF DUE TO DIRECTOR
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Mr. Sandeep Singh	25,000
TOTAL	<u>25,000</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF DUE TO STAFF
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>
Prabhjot Kaur	14,300
Ravi Kumar	49,455
Vishavjeet Kajal	1,200
Vishnu Yadav	15,641
TOTAL	<u>80,596</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF SUNDRY ACCEPTANCES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cane Purchase Tax		
-For earlier years	2,02,33,831	
-For the financial year 2016-2017	15,32,062	
-For the financial year 2017-2018	<u>8,57,728</u>	2,26,23,621
Unpaid Balances		
-Wages & Allowances	7,54,088	
-Bonus	<u>5,45,719</u>	12,99,807
TOTAL		<u>2,39,23,428</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF ADVANCE FROM CUSTOMERS
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Yathuri Associates		33,83,57,316
<u>Others</u>		
B.K.Enterprises	628	
Baba Ramdev Industry	4,793	
Bhole Baba Enterprises	10,670	
Bhole Nath Sugar Trading Co.	6,853	
Cattle Feed Plant (RCDF Ltd.) - Jodhpur	11,373	
Cattle Feed Plant (RCDF Ltd.) - Lambiya Kalan	2,043	
Centurion Laboratories Pvt. Ltd.	78,055	
Centurion Remedies Pvt. Ltd.	33,494	
Data Ram And Sons	2,601	
Devi Dayal Duni Chand	787	
Durga Agencies	87,68,648	
Ganpati Enterprises	16,745	
Guru Nanak Sugar Co.	7,935	
Indian Sugar Exim Corporation Ltd.	48,047	
J.S. Enterprises	8,229	
Jagdamba Traders	2,13,884	
Jai Durga Enterprises	6,66,384	
Jyoti Sales Corporation	14,82,109	
Lakshmi Narayan Mantra	14,44,192	
LnM Sugar Supplier	2,36,846	
Luxmi Traders	706	
Madan Lal & Sons	142	
Maha Shiv General Store	620	
Mam Chand & Sons	605	
Maruti Associates	1,16,797	
MND Trading Co.	882	
Modern Agro Industries	8,895	
Mohan Lal Subash Chand	2,64,262	
Mohit Trading Co.	17,560	
Naresh Overseas Pvt. Ltd.	1,41,459	
Nihal Chand Ram Lubhaya	3,87,690	
Ntex Transportation Service	73,61,583	
Om Trading Co.	25,339	
Panna Lal Rajeev Kumar	9,425	
Parma Nand Babu Ram	6,17,392	
Parveen Trading Company	5,792	

CONTD.P/2.....

Pawan Kumar & Sons	491	
Pentachem Pharmaceuticals	86,313	
Piyush Traders	7,94,258	
Raghav Aggarwal	69,037	
Raghav Sugar Agency	15,501	
Ram Kisan Jiwa Ram	829	
Ram Krishan Brijlal	2,869	
S S Rai Traders	42,531	
Saraswati Oil Mill	81,269	
Shamli Distillery & Chemical Works	6,160	
Shree Badrinath Sales	6,032	
Shree Balaji Enterprises	43,03,443	
Shree Ganesh Trading Co.	4,802	
Shree Industries	24,805	
Shree Khatu Shyam Ji Industries	59,035	
Shree Ram Industries	7,950	
Shri Balaji Kirpa Agro Processing Pvt. Ltd.	12,906	
Shri Ram Traders	1,174	
S.K. Enterprises	1,545	
Subhash Kumar Sushil Kumar	1,565	
Super Bio Coal	74,679	
The Kalgidhar Trust Baru Sahib	12,104	
Torque Pharmaceuticals Pvt. Ltd. Unit III	15,388	
Vaishnavi Trading Co.	924	
Vanshika Enterprises	11,91,855	
Vijay Kumar Bhiwani Shanker	8,00,326	
Vijay Kumar Surya Prakash	21,646	2,96,42,903
TOTAL		<u>36,80,00,219</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF STATUTORY DUES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Taxes</u>		
CGST	58,04,483	
SGST	59,76,124	
IGST	1,22,642	1,19,03,249
Tax deducted/collected at source		5,43,718.00
TOTAL		<u>1,24,46,967</u>

NARAINGARH SUGAR MILLS LIMITED
COMPUTATION OF DEPRECIATION (SUGAR PLANT)
ON WRITTEN DOWN VALUE METHOD (COMPANIES ACT, 2013)
AS AT 31ST MARCH, 2024

PARTICULARS	RATE (%)	MONTH OF ADDITION	W.D.V./ COST OF ADDITIONS	NUMBER OF MONTHS	DEPRECIATION AMOUNT	TOTAL	UTILISATION FACTOR	TOTAL	W.D.V. AS ON 31.03.2024
"A" Building (Factory)									
balance brought forward -before 01.04.2014	11.19	-	4,03,03,438	12	45,09,955				
-after 01.04.2014	9.50		1,13,275	12	10,761	45,20,716	0.3334	15,07,328	3,89,09,385
TOTAL			<u>4,04,16,713</u>						
"B" Building (Non-Factory)									
balance brought forward -before 01.04.2014	6.63	-	3,17,96,970	12	21,08,139	21,08,139	0.3334	7,02,910	3,10,94,060
TOTAL			<u>3,17,96,970</u>						
"B" Furniture & Fixtures									
balance brought forward -before 01.04.2014	29.40	-	14,80,900	12	4,35,385				
-after 01.04.2014	25.89	-	5,53,951	12	1,43,418				
-Additions during the year	25.89	Sep., 2023	11,700	6	1,515	5,81,121	0.3334	1,93,761	18,65,190
	25.89	Dec., 2023	12,400	3	803				
TOTAL			<u>20,58,951</u>						

"C"	Machinery												
	balance brought forward												
	-before 01.04.2014	15.05	-	22,78,59,463	12		3,42,92,849						
	-after 01.04.2014	11.29	-	6,86,36,357	12		77,49,045						
	-Additions during the year	11.29	Jun., 2023	1,15,313	9		<u>9,764</u>	4,20,51,658	0.3334	1,40,21,155	28,25,89,977		
	TOTAL`			<u>29,66,11,132</u>									
"D"	Equipment												
	balance brought forward												
	-before 01.04.2014	41.43	-	9,82,892	12		4,07,212						
	-before 01.04.2014	45.07	-	2,94,950	12		1,32,934						
	-after 01.04.2014	45.07	-	16,17,052	12		<u>7,28,805</u>	12,68,951	0.3334	4,23,102	24,71,793		
	TOTAL`			<u>28,94,895</u>									
"E"	Computers												
	balance brought forward												
	-before 01.04.2014	59.00	-	1,70,969	12		0						
	(already depreciated)												
	-before 01.04.2014	63.16		90,909	12		57,418						
	-after 01.04.2014	63.16	-	5,61,463	12		<u>3,54,620</u>						
	-Additions during the year	63.16	May, 2023	22,500	10		11,843						
		63.16	Nov., 2023	2,57,160	4		54,141						
		63.16	Dec., 2023	48,250	3		<u>7,619</u>						
	Mar., 2024	63.16		16,000	0		<u>0</u>	4,85,641	0.3334	1,61,926	10,05,325		
	TOTAL`			<u>11,67,251</u>									

"F"	Vehicles						
	balance brought forward						
	-before 01.04.2014	29.67	-	20,55,539	12	6,09,878	
	-before 01.04.2014	31.23	-	22,89,915	12	7,15,141	
	-after 01.04.2014	31.23	-	21,33,361	12	6,66,249	
							58,14,873
							6,63,942
							0.3334
							19,91,268
							TOTAL`
							<u>1,76,74,124</u>
							<u>36,37,50,603</u>

Notes :

1. Depreciation (on actual working days/utilisation) has been provided, on Written Down Value method, as per useful lives specified in Schedule II of the Companies Act, 2013.
2. Depreciation on additions, during the year, has been calculated on month end balances.

Efficiency Level = Cane Crushed/ (days worked x installed capacity) x 100 = 4,868,033*100/(144*40,000) 84.51

Utilisation Factor = (No. of operational days / No. of days in a year) = 144/365 0.39

Efficiency Level * Utilisation Factor/100 = 0.3334

Dated : 20th June, 2024

Place : Banondi

NARAINGARH SUGAR MILLS LIMITED
COMPUTATION OF DEPRECIATION (POWER PLANT)
ON WRITTEN DOWN VALUE METHOD (COMPANIES ACT, 2013)
AS AT 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>RATE (%)</u>	<u>MONTH OF ADDITION</u>	<u>W.D.V./ COST OF ADDITIONS</u>	<u>NUMBER OF MONTHS</u>	<u>DEPRECIATION AMOUNT</u>	<u>W.D.V. AS ON 31.03.2024</u>
	<u>(1)</u>	<u>(2)</u>	<u>(3)</u>	<u>(4)</u>	<u>(5)</u>	<u>(6)</u>
"A" Building (Factory) -balance brought forward	9.50		13,54,18,822	12	1,28,64,788	12,25,54,034
		TOTAL `	<u>13,54,18,822</u>			
"B" Machinery -balance brought forward	7.22		85,69,84,107	12	6,18,74,253	79,51,09,854
		TOTAL `	<u>85,69,84,107</u>			
		TOTAL `			<u>7,47,39,041</u>	<u>91,76,63,888</u>

Note: Depreciation has been provided on, Written Down Value method, pro-rata on month end balances as per the useful life as specified in Schedule II of the Companies Act, 2013.

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED
DEPRECIATION CHART (As per Income Tax Act, 1961)
AS ON 31ST MARCH, 2024

"SUGAR PLANT"

<u>PARTICULARS</u>	RATE (%)	ADDITIONS			TOTAL	LESS: DEPRECIATION	W.D.V. AS ON 31.03.2024
		W.D.V. AS ON 01.04.2023	BEFORE 30.09.2023	AFTER 01.10.2023			
Tangible Assets							
Buildings -Factory	10	75,08,485	0	0	75,08,485	7,50,849	67,57,636
-Non-Factory	5	1,62,11,484	0	0	1,62,11,484	8,10,574	1,54,00,910
Furniture & Fixtures	10	18,09,721	11,700	12,400	18,33,821	1,82,762	16,51,059
Plant & Machinery -Machinery	15	6,23,45,451	1,15,313	0	6,24,60,764	93,69,115	5,30,91,649
-Equipment	15	22,40,042	0	0	22,40,042	3,36,006	19,04,036
-Computers	40	2,85,964	22,500	3,21,410	6,29,874	1,87,668	4,42,206
-Vehicles	15	40,46,696	0	0	40,46,696	6,07,004	34,39,692
TOTAL `		9,44,47,843	1,49,513	3,33,810	9,49,31,166	1,22,43,978	8,26,87,188

Notes : 1. Depreciation has been provided, on written down value method, as per the rates specified in the Income Tax Act, 1961.

2. Depreciation on Assets, bought during the year, and used for less than 180 days, has been restricted to 50% of the rates specified in the Income Tax Act, 1961.

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED
DEPRECIATION CHART (As per Income Tax Act, 1961)
AS ON 31ST MARCH, 2024

"POWER PLANT"

<u>PARTICULARS</u>	<u>RATE</u> <u>(%)</u>	<u>W.D.V.</u> <u>AS ON</u> <u>01.04.2023</u>	<u>DEPRECIATION</u>	<u>W.D.V.</u> <u>AS ON</u> <u>31.03.2024</u>
Tangible Assets				
Building -Factory	10	12,81,77,336	1,28,17,734	11,53,59,602
Plant & Machinery -Machinery	40	7,89,69,210	3,15,87,684	4,73,81,526
TOTAL `		20,71,46,546	4,44,05,418	16,27,41,128

Note : Depreciation has been provided on, Written Down Value method,
as per the rates specified in the Income Tax Act, 1961.

Dated : 20th June, 2024
Place : Banondi

NARAINGARH SUGAR MILLS LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2024

	<i>(` in lakh)</i>	
	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
	<u>31ST MARCH, 2024</u>	<u>31ST MARCH, 2023</u>
"A" CASH FLOWS		
(I) FROM OPERATING ACTIVITIES		
a) <u>Loss before tax:</u>	-2,814.13	-1,508.29
Adjustments :		
Depreciation and amortisation	924.13	995.03
Interest earned	0.00	-0.05
Interest paid/incurred (Net)	3,866.83	3,362.65
(Profit)/Loss on sale of fixed assets	0.00	0.00
Adjustments (Other Comprehensive Income)	-27.31	13.39
	1,949.52	2,862.72
b) <u>Working capital changes:</u>		
(Increase)/Decrease in Inventories	2,624.74	-361.59
(Increase)/Decrease in Trade Receivables	315.14	294.86
Increase/(Decrease) in Other Non-Current Financial Liabilities	-9.38	44.22
Increase/(Decrease) in Non-Current Provisions	14.84	-23.45
(Increase)/Decrease in Other Current Assets	1,035.12	-625.58
(Increase)/Decrease in Other Current Financial Assets	-4.31	-25.51
Increase/(Decrease) in Trade Payables	-5,320.23	-732.68
Increase/(Decrease) in Other Current Financial Liabilities	-207.28	261.39
Increase/(Decrease) in Other Current Liabilities	-219.48	-11.74
Increase/(Decrease) in Current Provisions	4.96	12.93
	183.64	1,695.58
c) <u>Direct taxes paid (inclusive of taxes for earlier years):</u>	0.00	1.22
Total "I"	183.64	1,696.80
(II) FROM INVESTING ACTIVITIES		
a) Purchase of tangible assets/intangible assets/ capital work-in-progress	-4.83	-9.27
b) Proceeds from sale of tangible assets/intangible assets/capital work-in-progress	0.00	0.00
c) (Increase)/Decrease in Non-Current Investments	0.00	0.00
d) (Increase)/Decrease in Other Non-Current Assets	-4.00	-5.00
e) (Increase)/Decrease in Fixed Deposits	0.00	3.12
f) Dividend received	0.00	0.00
g) Interest received	0.00	0.05
Total "II"	-8.83	-11.10

CONTD. P/2.....

(III) FROM FINANCING ACTIVITIES

a) Proceeds from issue of share capital	0.00	0.00
b) Share application money (pending allotment)	0.00	0.00
c) Proceeds from Non-Current Borrowings (net)	2,738.47	2,227.53
d) Increase in Current Borrowings (net)	100.36	223.12
e) Redemption of Preference Shares	0.00	0.00
f) Repayment of Non-Current Borrowings	0.00	0.00
g) Decrease in Current Borrowings (net)	0.00	0.00
h) Dividends paid (including distribution tax)	0.00	0.00
i) Interest and other finance costs	-3,866.83	-3,362.65
j) Share issue expenses	0.00	0.00
Total "III"	-1,028.00	-912.00
"B" Net (decrease)/Increase in cash and cash equivalents (I+II+III)	-853.20	773.70
Add : Cash and cash equivalents at the beginning of the year	1,282.65	508.96
"C" Cash and cash equivalents at the end of the year	429.46	1,282.65
		(` in lakh)
	CURRENT YEAR	PREVIOUS YEAR
Cash and Cash equivalents comprises of	31ST MARCH, 2024	31ST MARCH, 2023
Balances with Banks		
Current Accounts	429.36	1,282.56
Cash Balance	0.10	0.10
	429.46	1,282.65

Note : Previous year figures have been regrouped/reclassified wherever necessary.

In terms of our attached report of even date.

For and on behalf of the Board of Directors

For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N

SANDEEP SINGH GHUMAN
(Whole-time Director)
DIN : 07275838

(PRATEEK PURI)
PARTNER
Membership No. - 524431

MANOJ KUMAR DAS
(Director)
DIN : 07693956

VIJAY BHATIA
(Chief Financial Officer)

Dated : 20th June, 2024
Place : Banondi

Prabhjot Kaur
(Company Secretary)

NARAINGARH SUGAR MILLS LIMITED
NOTES FORMING PART OF ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH, 2024
ANNEXURE 'A' TO NOTES TO ACCOUNTS [NOTE 4.15]

RELATED PARTY DISCLOSURES :

Disclosures as required by the Indian Accounting Standard - 24 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below :

(As certified by the Management)

'A' Relationship

Key Management Personnel	
Sandeep Singh	Whole-time Director
Manoj Kumar Das	Director
Grupsi	Director
Rayappa Ramappa Hanchinal	Director
Prabhjot Kaur *	Company Secretary
Misha Nahal **	Company Secretary
Vijay Bhatia	Chief Financial Officer

* appointed during the year.

** resigned during the year.

'B' Aggregate amount of transactions, during the year, with the related parties

<u>S.No</u>	<u>Nature of Transactions</u>	<u>Key Management Personnel</u>	<u>AMOUNT</u> <i>(` in lakh)</i>
A)	<u>Expenditure</u>		
1.	Salaries & Allowances		24.49
2.	Directors' Remuneration		5.10
B)	<u>Year end balances</u>		
1.	Due to Director		0.25
2.	Salaries & Wages payable		0.70

For and on behalf of the Board of Directors

SANDEEP SINGH GHUMAN
(Whole-time Director)
DIN : 07275838

MANOJ KUMAR DAS
(Director)
DIN : 07693956

VIJAY BHATIA
(Chief Financial Officer)

Dated : 20th June, 2024
Place : Banondi

Prabhjot Kaur
(Company Secretary)

NARAINGARH SUGAR MILLS LIMITED
COMPUTATION OF BOOK PROFIT
CALCULATION OF MAT U/S 115 JB OF THE
INCOME TAX ACT, 1961

<u>PARTICULARS</u>	<u>CLAUSE</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Profits & Gains from Business or Profession</u>			
Net Profit/(Loss) before tax (As per Statement of Profit & Loss)			#REF!
Explanation [1] sub section (2) As increased by			
Income Tax paid/payable	(a)		
-Taxes for earlier years.		0	
-Interest on late deposit of TDAS		1,740	1,740
Gratuity	(c)	35,93,906	
Depreciation	(g)	924	35,96,570
#REF!			
As reduced by			
-u/s 10(1)			
Agriculture Income (net of expenses)	(ii)	0	
Depreciation	(iia)	924	
Brought forward book loss or unabsorbed depreciation, whichever is less			
-Book Loss	(iii)		
(As per books of account excluding unabsorbed depreciation)		0	
-Unabsorbed depreciation		0	924
Book Profit/(Loss)			#REF!
MAT on above @ 20.38885%			0
Or say			0
Less : Tax deducted at source			0
Net Tax Payable/(Refund Due)			0

MAT CREDIT ENTITLEMENT

<u>ASSESSMENT YEAR</u>	<u>AMOUNT</u>
2012-2013 *	11,43,665
2014-2015 **	55,97,880
2017-2018	1,51,24,545
	<hr/>
	2,18,66,090
Less :	
Lapsed, during the year	11,43,665
Add:	
Reversed, during the year	1,75,49,659
	<hr/>
	3,82,72,084
	<hr/>

* *lapsed, during the year.*

** *as per Income Tax return.*

MAT Credit shall be allowed to be carried forward as follows:

<u>Assessment Year</u>	<u>Period of carry forward</u>
upto 2009-2010	7 years
2010-2011 onwards	10 years

NARAINGARH SUGER MILLS LIMITED
CLUBBING NOTES FOR 2023-2024

<u>Sr. No.</u>	<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
1.	<u>Purchases</u>		
	Biomass & Bagasse	0	
	Sugarcane	<u>1,60,50,30,896</u>	1,60,50,30,896
	Interest on PDC	<u>0</u>	1,60,50,30,896
Less :	Subsidy received		
	2022-23	16,98,354	
	2023-24	<u>2,53,00,000</u>	2,69,98,354
			<u><u>1,57,80,32,542</u></u>
2.	<u>Consumable Stores</u>		
	<u>Sugar</u>		
	Chemical	62,03,123	
	Lime	75,03,078	
	Sulphur	<u>39,54,210</u>	1,76,60,410
	<u>Power</u>		
	Biomass & Bagasse		
	Chemical	<u>0</u>	0
			<u><u>1,76,60,410</u></u>
3.	<u>Wages & Allowances</u>		
	Casual Wages		96,76,931
	Contract Wages		0
	Stipend		28,69,830
	Production Incentive		<u>0</u>
			1,25,46,761
	Transferred from		
	Salares & Allowances @ 45 %		2,02,45,561
	TOTAL `		<u><u>3,27,92,322</u></u>
4.	<u>Salaries & Wages</u>		
	Salaries & Wages		4,49,90,136
	Ex-Gratia		4,63,618
	HRA		1,20,54,401
	Conveyance Expenses		9,19,266
	Leave Travel Allowance		<u>9,67,390</u>
			5,93,94,811
	Less: Transferred to Wages		2,02,45,561
	TOTAL `		<u><u>3,91,49,250</u></u>
5.	<u>Commission, Rebate & Discount</u>		
	Commission		0
	Rebate & Discount (Power)		0
	TOTAL `		<u><u>0</u></u>

NARAINGARH SUGAR MILLS LIMITED
COMPUTATION OF TOTAL INCOME
FINANCIAL YEAR 2023-2024
ASSESSMENT YEAR 2024-2025

<u>PARTICULARS</u>		<u>AMOUNT</u>	<u>TOTAL</u>
<u>Profits & Gains from Business or Profession</u>			
Net Loss before tax (As per Statement of Profit & Loss)		-28,14,13,314	
Add : Depreciation (considered separately)	9,24,13,165		
Add : Inadmissible Expenses			
<u>-u/s 40(a)(ii)</u>			
Rates & Taxes			
-Interest on late deposit of TDAS	1,740		
<u>-u/s 40(a)(ia)</u>			
Payment on which TDAS has not dedcuted during the year	1,78,789	53,637	
<u>-u/s 40A(7)</u>			
Gratuity	35,93,906		
<u>-u/s 43B</u>			
(not paid till date)			
Leave Encashment	12,87,721		
Interest Accrued & Due (Bank)	15,41,70,406		
Interest Accrued & Due (IREDA)	23,25,12,791		
Bonus	22,85,291	39,02,56,209	48,63,18,657
			20,49,05,343
Less : Deductions			
Depreciation (As per Income Tax Act, 1961)	5,66,49,396		
<u>-u/s 43B</u>			
(paid during the year)			
Interest Accrued & Due	19,98,00,000		
Leave Encashment	13,14,477		
Bonus	18,23,667		
Gratuity	43,17,433	20,72,55,577	
<u>-u/s 10(1)</u>			
Agriculture Income (net of expenses)	3,00,748	26,42,05,721	
			-5,93,00,378
Add: Business Loss during the year		5,93,00,378	0
Gross Taxable Income			0
Tax on above			0
Less : Tax deducted/collected at source			17,89,944
Net Tax payable/(Refund due)			-17,89,940

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF CARRY FORWARD LOSSES
AS ON 31ST MARCH, 2024

<u>Particulars</u>	<u>Brought Forward Losses</u>	<u>Additions during the year</u>	<u>Set off during the year</u>	<u>Carried Forward Losses</u>
Business Loss	26,22,91,376	5,93,00,378	0	32,15,91,754
Unabsorbed Depreciation	1,21,45,06,591	0	0	1,21,45,06,591
TOTAL	<u>1,47,67,97,967</u>	<u>5,93,00,378</u>	<u>0</u>	<u>1,53,60,98,345</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF DEFERRED TAX ASSET/(LIABILITY)
FOR THE YEAR ENDED 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>A. Deferred Tax Assets</u>		
Carry Forward Losses		
-Business Loss	5,93,00,378	
-Unabsorbed Depreciation	<u>0</u>	5,93,00,378
Expenses		
<u>-u/s 43B of the Income Tax Act, 1961</u>		
(Not paid till date)		
Leave Encashment	12,87,721	
Interest Accrued & Due	38,66,83,197	
Bonus	<u>22,85,291</u>	39,02,56,209
<u>-u/s 40A(7) of the Income Tax Act, 1961</u>		
Provision for Gratuity	<u>35,93,906</u>	39,38,50,115
Depreciation		
-As per Income Tax Act, 1961	5,66,49,396	
-As per Financial Statements	<u>9,24,13,165</u>	<u>3,57,63,769</u>
		48,89,14,262
<u>B Deferred Tax Liability</u>		
Expenses		
<u>-u/s 43B of the Income Tax Act, 1961</u>		
(Paid during the year)		
Leave Encashment	13,14,477	
Bonus	18,23,667	
Interest Accrued & Due	19,98,00,000	
Gratuity	<u>43,17,433</u>	20,72,55,577
Timing Difference		<u>28,16,58,685</u>
Deferred Tax Assets @ 26%		7,32,31,258
Transferred to Statement of Profit & Loss		7,32,31,260
Add : Opening Balance (Deferred Tax Assets)		56,94,37,240
Total		<u>64,26,68,500</u>
Or say		64,26,68,500

NARAINGARH SUGAR MILLS LIMITED
MANUFACTURING & TRADING ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>PARTICULARS</u>	<u>AMOUNT</u>
To Opening Stock	54,78,98,190	By Sales (including Power Sale)	2,29,14,60,943
To Cost of Material Consumed	1,57,80,57,209	By Closing Stock (As taken valued & certified by the Directors)	28,12,89,001
To Manufacturing & Operating Expenses	14,80,82,527		
To Gross Profit	29,87,12,018		
TOTAL	<u>2,57,27,49,944</u>	TOTAL	<u>2,57,27,49,944</u>
G.P. Ratio	13.04 %		

NARAINGARH SUGAR MILLS LIMITED
MANUFACTURING & TRADING ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2023

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>PARTICULARS</u>	<u>AMOUNT</u>
To Opening Stock	50,93,24,363	By Sales (including Power Sale)	2,15,71,75,932
To Cost of Material Consumed	1,70,69,40,428	By Closing Stock (As taken valued & certified by the Directors)	54,78,98,190
To Manufacturing & Operating Expenses	16,66,76,828		
To Gross Profit	32,21,32,503		
TOTAL	<u>2,70,50,74,122</u>	TOTAL	<u>2,70,50,74,122</u>
G.P. Ratio	14.93 %		

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF FINISHED GOODS PRODUCED
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Raw Material Consumed		1,60,00,21,486
Manufacturing & Operating Expenses		<u>12,61,18,250</u>
		1,72,61,39,736
Increase(+)/Decrease(-) in Semi-Finished Goods/Work-in-Progress		
-Stock at Commencement	2,42,57,700	
-Stock at Close	<u>0</u>	<u>2,42,57,700</u>
Cost of Finished Goods Produced		1,75,03,97,436
Increase(+)/Decrease(-) in Finished Goods		
-Stock at Commencement	52,36,40,490	
-Stock at Close	<u>28,12,89,001</u>	<u>24,23,51,489</u>
Cost of Goods sold		<u>1,99,27,48,925</u>
Gross Profit		29,87,12,018
Sales		<u>2,29,14,60,943</u>

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF MANUFACTURING & OPERATING EXPENSES
AS ON 31ST MARCH, 2024

<u>PARTICULARS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
<u>Workers' Expenses</u>		
Wages & Allowances	3,27,92,322	
Contribution to :		
-Provident Fund & Other Funds	<u>47,14,103</u>	3,75,06,425
<u>Operating Expenses</u>		
Consumable Stores	1,76,60,410	
Packing Material	1,45,22,020	
Power & Fuel	4,80,514	
Others	<u>86,54,574</u>	4,13,17,519
<u>Repairs & Maintenance</u>		
Machinery & Equipment		6,92,58,582
	TOTAL `	<u><u>14,80,82,527</u></u>

NARAINGARH SUGAR MILLS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024

<u>S.No.</u>	<u>PARTICULARS</u>	<u>AMOUNT</u>	
		<u>DEBIT</u>	<u>CREDIT</u>
1.	Telephones & Communication payable Telephones & Communication	2,004	2,004
2.	Rates & Taxes To Interest on GST To Interest on TDAS (Reverse Entry)	14,458	12,718 1,740
3.	Membership & Subscription To Rates & Taxes	4,720	4,720
4.	Repairs & Maintenance - Machinery To Miscellaneous Income <i>(Balances Written off Transferred)</i>	22,333	22,333
5.	Deferred -SGST -CGST -IGST To Recoverable -SGST -CGST -IGST	7,404 7,404 84,423	7,404 7,404 84,423
6.	Northland Avenues Pvt. Ltd. P.K. Vasudeva & Co. Vabros & Co. Vasudeva & Associates To Cheques pending encashment	30,000 2,87,280 30,000 43,200	3,90,480
7.	Legal & Professional Charges Deferred Goods & Services Tax (IGST) To P.K. Vasudeva & Co. To TDAS payable	3,50,000 63,000	3,78,000 35,000
8.	Other Comprehensive Income To Leave Encashment <i>(Entry reversed)</i>	4,62,798	4,62,798
9.	Leave Encashment To OCI Income (Actuarial Loss on Leave Encashment)	4,62,798	4,62,798
10.	Leave Encashment To Provision for Leave Encashment	3,20,543	3,20,543
11.	Salaries & Wages To Leave Encashment	1,42,254	1,42,254
12.	Tax deducted at source To Miscellaneous. Income	14	14
13.	UBI (Bank) Naraingarh 214 To Bank Charges	50	50

CONTD.P/2.....

14.	Salaries & Wages payable To Due to Director	25,000	25,000
15.	Haryana Power Purchase Centre To Shree Ganesh Trading Co.	200	200
16.	MAT Credit Entitlement To Reserves & Surplus (MAT)	1,75,49,659	1,75,49,659

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF PENDING QUERIES/DOCUMENTS
FOR THE YEAR ENDED 31ST MARCH, 2023

1. Confirmation of Balances as on 31.03.2023 :
 - Loans outstanding (IREDA) not tallied
 - Current Maturities (IREDA)
 - Installments Due (IREDA)
 - Period of Default (IREDA and Ambala Co-operative Bank)
 - Bank Balances not tallied in some cases.
2. Details of Cane Crushed and No. of working days (for Depreciation working)
3. Details of shareholding/Promoters holding as on 31st March, 2023
4. Last year ITR copy alongwith acknowledgment.
5. Actuarial Valuation reports of Leave Encashment and Gratuity not provided.
6. Salaries & Wages details not tallied.
7. Welfare Fund paid is more than payable in books
8. TDS challans in excess by Rs. 3,209/-
9. Advance from Customers (opg) not bifurcated
10. FDR Closure Certificate
11. Indian Bank is in the name of Mrs. Renu Anand.
12. Insurance less received account.
13. Sales excess in return by Rs. 44,000 (approx)
14. GST User ID and PW
15. Difference in Provident Fund for the month of April, 2022 by Rs 1234/-
16. TDS excess in form 26AS by Rs. 177,996/-
17. Details of Rates & Taxes, Legal & Professional Charges and Rent (Party wise)
18. Telephone Bill (Account no. 01734-278125)
19. DPT-3 Form
20. MSME Returns filed with ROC.
21. Details of cases pending against the Company and Contingent Liabilities
22. Advance to Mr. Harry Rikhy - No bill entered
23. Esoteric Trading Pvt. Ltd.
24. Details of GST under RCM (Freight and Advocates) - Expense wise not provided.
25. Details of Title Deeds of Immovable Property.
26. Treatment of Farmers' Advance
27. Advance (Full & Final) Staff.
28. Balances of Rahul Sales Ltd.
29. Advance from Customers (Opg.) - Section 73 of the Companies Act - Non-Compliance
30. Account of Albeli Leasing & Finance Ltd.
31. No Change in Cash in hand.
32. Directors' Remuneration not paid for full year.

33. TDS not deducted on payment made to.
-Advocate Anand Chibber
-Ashwani Consultants
34. Whether Interest payable on EMD (refundable) received.
35. TDS on Freight not deducted in some cases.
36. Rebate & Discount on Power - December & January only

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF PENDING QUERIES/DOCUMENTS
FOR THE YEAR ENDED 31ST MARCH, 2024

1. Confirmation of Balances as on 31.03.2024 :

Term Loan

-with Indian Renewable Energy Development not Tailed with Books

CURRENT ACCOUNTS

-with Union Bank of India (0214)

-with IDBI Bank (8470)

	As per Books	As per Challans
2. Tds Payable Challans Not Tailed with Books	5,08,718	5,07,718
	As per Books	As per Credit/Cash Led.
3. Gst Input	99,231	0
	As per Books	As per 26AS
4. TDS not Tailed with 26AS	14,97,708	6,13,321
5. Details of EPF not Tailed with Books.		
6. Haryana Enviromental Management Society 4,720/- (under head of Rates & Taxes) ?		
7. Amount Adjusted to advance payment Anshul Gupta (6,450/-) in under head of Rates & Taxes ?		
8. Power Plant Fee (60,000/-) for 2023-24 Challan Pending (under head of Rates & Taxes)		
9. Amount Paid as fee to CTO HSPCB (161,700/-) in under head of Rates & Taxes ?		
10. Details of Factory License Fee (301,350/-).		
11. Details of Empanelment Fee for 1 Year (5,900/-).		
12. Plot Rent Paid during the year (351,200/-) however tds not deducted ?		
13. Nature of payment made to Fast net Telecommunication during the year ?		
14. Kindly Provide monetary Value of Closing Stocks.		
15. Calculation of Gratuity & Leave Encashment as on 31.03.2024.		

2. DPT-3 Form

3. MSME Returns filed with ROC.

7. Details of cases pending against the Company and Contingent Liabilities (if any)

8. Advance to Mr. Harry Rikhy - Opening Balance

10. Esoteric Trading Pvt. Ltd.

14. Status of Cane Purchase Tax payable (opening)

15. Whether Interest payable on EMD (refundable) received.
16. Cane Price Payable (opening - suspense).

17. Actuarial Valuation reports of Leave Encashment and Gratuity.
18. Details :
 - Bonus/Ex-gratia.**
 - Electricity & Water Charges payable**
 - Telephones & Communication payable**
 - Prepaid Insurance**
 - Salaries & Wages**

19. Details of Provident Fund (month wise)
20. Leave Encashment written back.
21. Details of Security received (Others - Rs. 490,689/-).

22. Bills of Additions to Fixed Assets.
23. Details of Title Deeds of Immovable Property.
24. Treatment of Farmers' Advance

25. Advance (Full & Final) Staff.
26. Balances of Rahul Sales Ltd.

27. Advance from Customers (Opg.) - Section 73 of the Companies Act - Non-Compliance
28. Account of Albeli Leasing & Finance Ltd.
29. No Change in Cash in hand.

30. Updated Form 26AS
31. Interest on PDC - Applicability of TDS.
32. Directors' Remuneration not paid for full year.

33. Payment to Non-Executive Director - Applicability of GST under RCM.
34. Quantitative Details of Stock alongwith Valuation.
35. Details of Store in hand

36. Bills of Znaaz Technologies entered in Cane Development Expenses.
37. TDS on Freight not deducted in some cases.
38. Rebate & Discount on Power - December & January only

39. Penalty Expense - Rs. 5,000/-
40. Forms for Appointment of Directors/KMP etc.

NARAINGARH SUGAR MILLS LIMITED
DETAILS OF PENDING QUERIES/DOCUMENTS
FOR THE YEAR ENDED 31ST MARCH, 2023

1. Confirmation of Balances as on 31.03.2023 :
 - Loans outstanding
 - Bank Balances
 - Party Balances including opening balances
2. DPT-3 Form
3. MSME Returns filed with ROC.
4. GST/Sales reconciliation.
5. Sugar Penalty Account.
6. Copy of Challans :
 - TDS/TCS
 - GST
 - Provident Fund
7. Details of cases pending against the Company and Contingent Liabilities
8. Advance to Mr. Harry Rikhy - No bill entered
9. Classification of Trade Payables into MSME and Ageing as per Companies Act.
10. Esoteric Trading Pvt. Ltd.
11. Details of GST under RCM (Freight and Advocates)
12. Confirmation of Advances given (and no billing received).
13. TDS not deducted on payment made to.
 - Advocate Anand Chibber**
 - Ashwani Consultants
14. Status of Cane Purchase Tax payable (opening)
15. Whether Interest payable on EMD (refundable) received.
16. Cane Price Payable (opening - suspense).
17. Actuarial Valuation reports of Leave Encashment and Gratuity.
18. Details :
 - Bonus/Ex-gratia.**
 - Electricity & Water Charges payable**
 - Telephones & Communication payable**
 - Prepaid Insurance**
 - Salaries & Wages**
19. Details of Provident Fund (month wise)
20. Leave Encashment written back.
21. Details of Security received (Others - Rs. 490,689/-).
22. Bills of Additions to Fixed Assets.
23. Details of Title Deeds of Immovable Property.
24. Treatment of Farmers' Advance
25. Advance (Full & Final) Staff.
26. Balances of Rahul Sales Ltd.

27. Advance from Customers (Opg.) - Section 73 of the Companies Act - Non-Compliance
28. Account of Albeli Leasing & Finance Ltd.
29. No Change in Cash in hand.

30. Updated Form 26AS
31. Interest on PDC - Applicability of TDS.
32. Directors' Remuneration not paid for full year.

33. Payment to Non-Executive Director - Applicability of GST under RCM.
34. Quantitative Details of Stock alongwith Valuation.
35. Details of Store in hand

36. Bills of Znaaz Technologies entered in Cane Development Expenses.
37. TDS on Freight not deducted in some cases.
38. Rebate & Discount on Power - December & January only

39. Penalty Expense - Rs. 5,000/-
40. Forms for Appointment of Directors/KMP etc.

NARAINGARH SUGAR MILLS LIMITED
NOTE '3' : SIGNIFICANT ACCOUNTING POLICIES
(Forming part of Accounts)
FOR THE YEAR ENDED 31ST MARCH, 2024

3.1. Basis of Preparation

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

3.2. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, revenues, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the Balance Sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Accounting estimates could differ from period to period and actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognised in the financial statements in the period in which estimates are revised and in any future periods affected and their effects are disclosed in the notes to financial statements.

3.3. Revenue Recognition

-Revenue from sale of goods is recognised when risk and rewards of ownership are transferred to the customers.

-Revenue from services is recognised when services are rendered and related costs are incurred.

-Other income is recognised on accrual basis unless otherwise stated.

-Insurance and other claims are accounted for on settlement of claims/on receipt.

-Sales are shown net of taxes, as applicable.

3.4. Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit & Loss on a *straight line basis*.

3.5. Foreign Currency Transactions

Transactions in foreign currency are initially recorded in the functional currency by applying spot exchange rate at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated to functional currency at closing rate in effect on the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit or Loss in the year in which they arise with the exception that exchange differences on long-term monetary items related to acquisition of property, plant and equipment are adjusted to carrying cost of property, plant and equipment.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated to functional currency using the exchange rate in effect on the date of transaction.

3.6. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets to the extent that they relate to the period till such assets are ready to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit & Loss.

3.7. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and such grants can reasonably have a value placed upon them. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants are deducted from the value of the concerned asset if the grant is specifically received for the purchase, construction or acquisition of the asset. However, if it is received as a contribution towards the total investment or by way of contribution to its capital outlay and no repayment is ordinarily required to be made, such grants are treated as Capital Reserves.

3.8. **Employee Benefits**

a) **Short-term Employee Benefits :**

Bonus is accounted for on accrual basis.

b) **Post-Employment Benefits**

(i) **Defined Contribution Plans :**

Contributions, as required under the Statute/Rule, made to Provident Fund are charged to the Statement of Profit & Loss of the year when the contributions to the fund are due.

Provisions of Employees State Insurance are not applicable.

(ii) **Defined Benefit Plans :**

The Company's liabilities under Payment of Gratuity Act are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the terms of the Government bonds are consistent with the estimated terms of the defined benefit obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit & Loss. Re-measurement gains or losses arising from experience adjustments changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Re-measurements are not reclassified to Statement of Profit & Loss in subsequent periods.

c) **Other Long-term Employee Benefits:**

The Company's liabilities for leave encashment is determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method, except for short-term compensated absences which are provided for based on estimates. The benefits are discounted using the market yields at the end of the reporting period that gave terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit & Loss.

The Company presents the entire leave as a current liability in the Balance Sheet, since it does not have any unconditional right to defer its settlement for twelve months after the reporting date.

d) **Termination Benefits:**

Termination benefits are recognised as an expense as and when incurred.

3.9. **Taxes on Income**

-Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

-Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

-Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off assets against liabilities.

-Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will be in a position to avail of such credit under the provisions of the Income Tax Act, 1961.

3.10. **Property, Plant & Equipment**

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognised as of 01st April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

PPE are stated at cost of acquisition or construction less accumulated depreciation and impairment of assets, if any.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and net of Cenvat/Input availed.

Capital Work-in-Progress

Expenses incurred during construction/installation period are included under Capital Work-in-Progress and allocated to relevant fixed assets in the ratio of cost of the respective assets on completion of construction/installation.

Depreciation/Amortisation

- Depreciation on PPE (Sugar Plant) is provided on the basis of actual working days/utilisation, on written down value method over the useful life of assets estimated by the management (*Refer note 4.9*).
- Depreciation on PPE (Power Plant) is provided on written down value method over the useful life of assets assigned to each asset in accordance with Schedule II of the Companies Act, 2013
- Residual value of assets is considered at 5% of the original cost of the assets.

- Depreciation on additions to fixed assets is calculated on month-end balances.
- Depreciation on assets sold & scrapped, during the year, is provided upto the month in which such fixed assets are sold or scrapped.

3.11. Impairment of Non-Financial Assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss, if any, is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

3.12. Valuation of Inventories

Valuation of Inventories is done as under:

- Raw Material.
At cost (on FIFO method)
- Work-in-Progress
At estimated process cost.
- Finished Goods
At cost or market price whichever is lower.

- Stores & Spares
At estimated realisable value.

3.13. Earnings Per Share (EPS)

- Annualised basic earnings per equity share is arrived at based on net profit/(loss) attributable to equity shareholders to the basic weighted average number of equity shares outstanding.
- Annualised diluted earnings per equity share is arrived at based on adjusted net profit/(loss) attributable to equity shareholders to the adjusted weighted average number of equity shares outstanding, for the effects of all dilutive potential equity shares; except where the results are anti-dilutive. At present the Company does not have any dilutive potential equity shares.

3.14. Cash Flow Statement:

- The Cash Flow Statement is prepared by the indirect method set out in Indian Accounting Standard (Ind AS) 7 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company.
- Cash and cash equivalents presented in the Cash Flow Statement consists of cash in hand, cheques & drafts in hand and balances in current accounts.

3.15. Contingencies and Provisions

A provision is recognised when the Company has a present obligation as a result of past events. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

A Contingent Liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

3.16 Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the 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.

Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit & Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at Fair Value through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit & Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit & Loss.

NOTE 4 : OTHER NOTES TO ACCOUNTS **(Forming part of Accounts)** **FOR THE YEAR ENDED 31st MARCH, 2024**

- 4.1 -The Adjudicating Authority (**under Prevention of Money Laundering Act, 2002**), vide its order dated 28th May, 2015 confirmed the attachment of Fixed Assets [comprising of Land, Building, Plant & Machinery (situated at Village - Banondi, PO - Shahzadpur, Tehsil-Naraingarh, District - Ambala, Haryana)] of Naraingarh Sugar Mills Ltd. (Defendant) to the extent of ` 9,511.40 lakh (against liability of ` 10,580.72 lakh due towards M/s. Yathuri Associates, a business associate against whom case had been registered for recovery).

The Company had preferred an appeal with the Hon'ble Appellate Tribunal, Prevention of Money Laundering Act, 2002 and the matter is subjudiced.

Company's inability to discharge the liability in the time frame determined by Adjudicating Authority may affect the Company's ability to continue as going concern.

However, the Financial Statements of the Company have been prepared on going concern basis pending decision of the Appellate Authority (Refer note 4.7).

-The Adjudicating Authority (**comprising of committee Constituted by the Order Dated 04.05.2022 by the Hon'ble Supreme Court in W.P. (C) No. 995/2019**) vide its order dated 24th August, 2024 confirmed the attachment of Fixed Assets under **Maharashtra protection of interest of Depositors Act, 1999** comprising of Land & Building.

Immoveable properties are attached. The Board of Directors, Directors, employees and authorized representative of Naraingarh Sugar Mills Limited are restrained from transferring, alienating, encumbering or parting with possession in any manner.

4.2. Contingent Liabilities & Commitments:

- a) Estimated amount of contracts remaining to be executed and not provided for in the books of account - Nil (previous year - Nil).

b) Contingent Liabilities:

- i) The Trading in Shares of Company is suspended on stock exchange since 26.07.1999. The Company may be liable to pay Revocation Fee, Fine and Penalty of ` 40.00 lakh or if the Company is compulsorily delisted than all the shareholders will be paid for the number of shares held by them at the value as decided by the BSE.

ii) **Claims against the Company not acknowledged as debt:**

- a) Income Tax penalty u/s 271(1)(c) for the assessment year 2008-2009, levied by the Income Tax Department - ` 5.46 lakh (previous year - ` 5.46 lakh).

The Company had preferred an appeal with Income Tax Appellate Tribunal, New Delhi; decision is still awaited.

- b) Excise Duty demand (` 37.27 lakh - inclusive of penalty), for the period from 01st March, 2015 to 31st March, 2016, was raised by Excise & Custom Department vide their order dated 07th September - 2016 against which the Company has deposited (` 2.49 lakh) under protest and preferred an appeal with CESTAT, New Delhi; the decision of the concerned Authority is still awaited.
- c) *Service Tax demand (` 30.85 lakh - inclusive of penalty), for the financial year 2010-2011, was raised by Excise & Custom Department vide their order dated 05th March, 2014 against which the Company has deposited (` 4.72 lakh) under protest and preferred an appeal with CESTAT, New Delhi; decision is still awaited.*
- d) *The Company may be liable to pay interest on Cane Purchase Tax payable.*
- e) *ICICI Bank claimed (` 1,002.21 lakh) for defaults by the Farmers, on account of guarantee given by the Company.*
- f) *Corporate Guarantee (` 3,000.00 lakh) given by the Company to Bank, for loans given to Cane Farmers.*

Provisions of Section 186 of the Companies Act, 2013, have not been complied with.

-The amounts mentioned hereinbelow, in earlier years, were deposited (under-protest):

With Hon'ble, Delhi High Court (` 103.13 lakh):

Sales Tax (` 98.13 lakh) on demand raised by the Department;

Whereas, as per the policies of the Central Government, Sales Tax on sale of molasses was exempt for Five years.

Amit Electricals (` 5.00 lakh), *pending settlement of accounts.*

With Harvana State Government (` 14.92 lakh):

on account of Local Area Development Tax.

With Excise & Custom Department (` 7.20 lakh):

The Company had preferred appeals with CESTAT, New Delhi; decision is still awaited.

-The ultimate outcome of these matters cannot be determined & provision for liability, if any, cannot be estimated at this stage.

-Liabilities in respect of Income Tax, Excise Duty, Sales Tax, Goods & Services Tax and other material statutory dues have been accounted for on the basis of respective returns filed with the concerned authorities.

-Additional demand, if any, on account of statutory dues, arising at the time of assessments will be accounted for in the year in which assessments are completed.

- c) Figures have been rounded off to nearest lakh, except Earnings per Equity share.
- 4.3. **Issued, Subscribed & Paid up Capital:**
- i) *Calls in arrears (` 129.41 lakh i.e. 25.88 Equity Shares @ ` 5.00 per share), since the financial year 1996-1997, are due from public at large including associates; effective steps have been initiated to regularise and appropriately adjust the account in the ensuing year.*
- ii) *Redeemable (Non-cumulative) Preference Shares (` 217.73 lakh - issued to a Bank); due for redemption in the financial year 2010-2011, have not yet been redeemed.*

4.4. **Non Current Financial Liabilities:**

-Long-term Borrowings:

-Secured:

Term Loans

From: Indian Renewable Energy Development Agency Ltd. (IREDA)

-Account no.- I (sanctioned amount - ` 10,035.00 lakh), as detailed hereinbelow, is repayable in 32 quarterly instalments:

4 quarterly instalments of ` 225.78 lakh each w.e.f. June-2023 to March-2024.

4 quarterly instalments of ` 250.87 lakh each w.e.f. June-2024 to March-2025.

4 quarterly instalments of ` 282.22 lakh each w.e.f. June-2025 to March-2026.

20 quarterly instalments of ` 349.96 lakh each w.e.f. June-2026 to March-2031.

The Company could not pay interest accrued & due to Indian Renewable Energy Development Agency Ltd. (` 2,000.00 lakh for the period, from March, 2016 to June, 2017).

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However, the Company's proposal to Indian Renewable Energy Development Agency Ltd. (IREDA) for Re-schedulement of interest accrued & due, for the period from March, 2016 to June, 2017, has been accepted by IREDA - vide their letter no. 221/2697/COG/2012/IREDA/3474 dated 30th September, 2016 and accordingly the repayment of interest accrued & due was rescheduled & converted into Term Loan as mentioned hereinbelow:-

-Account no.- II

(Restructured amount - ` 2,000.00 lakh), is repayable in 20 quarterly instalments as detailed hereinbelow:

8 quarterly instalments of ` 50.00 lakh each w.e.f. June-2018 to March-2020.

4 quarterly instalments of ` 60.00 lakh each w.e.f. June-2020 to March-2021.

8 quarterly instalments of ` 170.00 lakh each w.e.f. June-2021 to March-2023.

The Company had defaulted in repayment of dues i.e. Principal amount - ` 2,283.06 lakh for the period from March, 2020 to March, 2024 & Interest - ` 5,572.28 lakh for the period from March, 2020 to March, 2024 to Financial Institution (IREDA).

Interest on loans, mentioned hereinabove, is payable on quarterly basis.

Balance of Term Loans from Indian Renewable Energy Development Agency Ltd. (IREDA), as per Loan Statement exceeds by ` 50.50 lakh as on 31st March, 2024, due to non-consideration of said amount by IREDA in their Loan Statement.

SOFT LOANS:

From: The Ambala Central Cooperative Bank Ltd.

-Account no. - I

(Sanctioned amount - ` 6,000.00 lakh), was repayable in 12 monthly instalments of ` 500.00 lakh each w.e.f. October-2019 to September-2020.

-Account no. - II

(Disbursed amount - ` 3,410.00 lakh), as detailed hereinbelow, was repayable in 6 quarterly instalments:

5 quarterly instalments of ` 568.00 lakh each w.e.f. June-2019 to June-2020.

1 quarterly instalment of ` 570.00 lakh due & payable in September-2020.

Interest on loans, mentioned hereinabove, is payable on quarterly basis.

The Ambala Central Cooperative Bank Ltd. had sanctioned Soft Loan of (` 4,500.00 lakh), out of which (` 3,410.00 lakh) was disbursed upto 31.03.2017 and the remaining amount (` 1,090.00 lakh) will be disbursed after the release of funds by the State Government.

-Unsecured:

SOFT LOAN (` 1,111.14 lakh):

The Ambala Central Cooperative Bank Ltd. had sanctioned Soft Loan (interest free) to be paid in six instalments, as detailed hereinbelow:

1 instalment of ` 335.00 lakh due & payable in December-2018.

1 instalment of ` 160.00 lakh due & payable in June-2019.

2 instalment of ` 160.00 lakh each due & payable in December-2019 & March-2020.

1 instalment of ` 150.00 lakh due & payable in June-2020.

1 instalment of ` 146.14 lakh due & payable in September-2020.

The Company had defaulted in repayment of dues i.e. Principal amount - ` 9,865.47 lakh for the period from June, 2019 to September, 2020 & Interest - ` 6,104.30 lakh for the period from June, 2020 to March, 2024 to The Ambala Central Cooperative Bank Ltd.

Deposit from Erstwhile Director (Mrs. Renu Anand - ` 1,230.80 lakh) is interest free/exempt deposit.

NCLT Cases Pending Against the Company.

S.NO	PARTIES INVOLVED	CASE NUMBER	STATUS	FILING DATE
1.	IREDA VS NSML	C.P.(IB) 165/2021	Pending	09.03.2022
2.	UNION BANK OF INDIA VS NSML	C.P.(IB) 25/2022	Pending	21.12.2021
3.	AMBALA CO OPERATIVE BANK VS NSML	C.P.(IB)	Pending	26.04.2022

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- 4.5. a) In the opinion of the Directors, "Current Assets" are approximately of the value stated in the Balance Sheet, if realised in the ordinary course of business and to the best of their knowledge provisions for all the known liabilities have been made and, *as certified*, all the contractual and statutory obligations have been duly complied with.
- b) *Party balances are good for payment and hopeful of recovery, therefore, provision for doubtful amount/unclaimed balances is not required; however, the representative of majority shareholders "Mr. Rahul Anand" who effected the transactions with old parties is behind the bars in Fraud Case and also the legal cases are pending against him and the parties related to him as per FIR and Police Department; Copy of FIR against Mr. Rahul Anand and Others is attached.*
- c) Party balances, brought forward from earlier years, are due for payment/recovery pending settlement of accounts with the respective parties; effective steps have been initiated by the Chairman, CEO cum ED and Director Finance appointed by the Government of Haryana this year.

4.6. Taxes

-MAT Credit Entitlement (` 382.72 lakh i.e. balance brought forward ` 207.22 lakh add adjustment, during the year ` 175.50 lakh) has been shown under the head 'Other Equity' with corresponding effect under the head 'Other Non-Current Assets' in accordance with the accepted accounting principles. According to amendment in the Finance Act 2018; MAT credit Entitlement can be carried forward upto fifteen assessment year.

In wake of the said amendment, ` 175.50 lakh relating to previous years has been adjusted during the year.

-There are no dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Goods & Services Tax and Cess which have not been deposited with appropriate authorities on account of any dispute, except as mentioned below:

<u>Name of the Statute</u>	<u>Nature of dues</u>	<u>Amount Involved</u> (` In lakh)	<u>Amount deposited under protest</u> (` In lakh)	<u>Financial Year/Period</u>	<u>Forum where dispute is pending</u>
i. Income Tax Act, 1961	Penalty u/s 271(1) (c)	5.46	Nil	2007-2008	Income Tax Appellate Tribunal, New Delhi
ii. Central Excise Act, 1944	Excise Duty (inc. penalty)	37.27	2.49	March, 2015 to March, 2016	CESTAT, New Delhi
iii. Finance Act, 1994	Service Tax (inc.penalty)	30.85	4.72	2010-2011	CESTAT, New Delhi
iv. Punjab Cane		202.34	Nil	1996-2002	Punjab & Haryana

4.7 Other Non-Current/Current Liabilities:

Advance from customer (Yathuri Associates - aggregating to ` 10,580.72 lakh) was received, in terms of the agreement/supplement agreement executed, in earlier years, for supply of Sugar. As per mutual agreed, terms & conditions, supply had to be effected in installments; however supply could not be effected as the party did not lift Sugar within the stipulated period due to pricing issue.

The Company subsequently filed a suit in a Local Court (Naraingarh); the Hon'ble Court directed the Company to maintain status quo (Refer note 4.1).

Note : This may be noted that Yathuri Associates was one of the party involved in NSEL Financial Fraud, consequently ED and EOW, Mumbai enquiries are going on against the Company regarding Yathuri Associates money receipt.

4.8. Non-Current Liabilities

Other Financial Liabilities (` 138.17 lakh) represent:

-Security Deposits (` 50.30 lakh) received from farmers, suppliers/contractors & dealers.

The Company has not entered into any contractual agreement(s) with the above referred parties with regard to repayment/refund or payment of interest etc.

-Retention/Earnest Money (` 87.87 lakh), due to suppliers.

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4.9. Depreciation/Amortisation

The management estimates the remaining useful life of existing fixed assets as on 01st April, 2014 as follows:-

Building (Factory)	20 years
Building (Non-Factory)	40 years
Furniture & Fixtures	8 years
Machinery	15 years
Equipment	5 years
Computers	3 years
Vehicles	7 years

For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives, as given above, best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part-C of Schedule-II of the Companies Act, 2013. (Refer note 3.10).

4.10. Net-worth of the Company has completely eroded; the management is of the opinion that the Company shall carry on its business as usual, hence the financial statements of the Company have been prepared on a going concern basis.

4.11. Other Non-Current Assets (` 509.59 lakh) include:

Advance for Capital Goods ` 268.95 lakh (previous year - ` 268.95 lakh); Neither the goods were received nor installation was carried out by the parties.

4.12. Current Financial Assets:

-Trade Receivables ` 8,323.38 lakh include:

` 3,199.15 lakh (previous year - ` 3,354.15 lakh) due from Esoteric Trading Private Limited (Company in which relative of Ex-Director (Mr. Rahul Anand) is interested), ` 38.53 lakh (previous year - ` 38.53 lakh) due from Mr. Rahul Anand and ` 1,865.55 lakh (previous year - ` 1,865.55 lakh) due from Rahul Sales Ltd. (Company in which Ex-Directors/relatives of Ex-Directors are interested); the Company has taken effective steps for recovery and also the

Government of Haryana is also involved in the recovery and FIR is also lodged against Mr. Rahul Anand and also the Police Recovery Proceedings has been initiated against various parties involved.

During the year, ` 155.00 lakh balance of ALBELI LEASING & FINANCE PVT LTD –NAGPUR (unsettled other liability now recovered) has been adjusted with ESOTERIC TRADING PRIVATE LIMITED- CHD.

4.13. **Other Current Assets (` 7,553.33 lakh):**

Advance for Supplies & Services (` 1,492.34 lakh) include:

- Farmers:

` 1,383.14 lakh (previous year - ` 1,373.43 lakh), are subject to confirmation. Amount shown as advances to Farmers is not actually any amount advanced to any Farmer. This is the Financial Fraud done by Mr. Rahul Anand and other officer in-charge of the Company at the time of advance shown in the books.

Others:

Amount Recoverable (` 6,027.38) include amount due & recoverable from Government Department & Other Agencies:

From: Income Tax Department (` 45.39 lakh):

on account of refund of Income Tax for earlier years.

From: Haryana State Government (` 253.00 lakh):

on account of subsidy.

From: Suppliers (` 5,289.48 lakh inclusive of ` 3,645.08 lakh* due from Rahul Sales Ltd. and ` 1,644.40 lakh due from other suppliers):

On account of advance given in earlier years.

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***Rahul Sales Ltd. (Company in which Ex-Directors/relatives of Ex-Directors are interested):**

` 3,645.08 lakh (previous year - ` 3,645.08 lakh) for supply of imported Sugar;

“Mr. Rahul Anand” who effected the transactions is behind the bars in Fraud Case and also the legal cases are pending against him and the parties related to him as per FIR and Police Department.

` 1,644.40 lakh due from other parties includes major parties related to previous years and Legal cases are also pending against many of them as per FIR and Police Department has also initiated the recovery proceedings against them; List of Parties against which the Police Proceedings has been initiated is attached.

As advised by an expert, the provisions of Section 185 of the Companies Act, 2013 are not attracted, if at the time of giving advance, directors do not hold, jointly or severally, more than 25% of the voting power of the Company to whom advance has been given.

From: Naraingarh Distillery Ltd. (` 1.58 lakh):

on account of expenses incurred on their behalf.

The amounts, mentioned hereinbelow, were deposited (under-protest), in earlier years:

With Hon'ble, Delhi High Court (` 103.13 lakh):

Sales Tax (` 98.13 lakh) on demand raised by the Department;

Whereas, as per the policies of the Central Government, Sales Tax on sale of molasses was exempt for Five years.

Amit Electricals (` 5.00 lakh), pending settlement of accounts.

With Haryana State Government (` 14.91 lakh):

on account of Local Area Development Tax.

With Excise & Custom Department (` 7.20 lakh):

The Company had preferred appeals with CESTAT, New Delhi; decision is still awaited.

4.14. **Operating Segments (Ind AS-108)**

The Company is operating in Sugar Industry and Power Sector. However, the Chief Operating Decision Maker (CODM) of the Company is of the opinion that there are no reportable segments as required under Indian Accounting Standard - 108 "Operating Segments".

4.15. **Related Party Disclosures (Ind AS-24)**

Related parties & their relationship and related parties transactions - *As per Annexure - (A)*.

- 4.16. The Company has made provision for liability of Gratuity & Leave Encashment on the basis of Actuarial Valuation Report, as required under Indian Accounting Standard (Ind AS - 19). Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. However, the Company has not made investment in Plan Assets.

Method : Projected Unit Credit (PUC)

The following table summarizes the components of net employee benefit expenses recognised in the Statement of Profit & Loss, Other Comprehensive Income and amounts recognised in the Balance Sheet:

Statement of Profit & Loss- Expenses:

(in lakh)		
Particulars	31 st March, 2024	31 st March, 2023
Current service cost	20.05	17.08
Interest cost	15.89	14.19
Expected return on Plan Assets	0	0
Expenses recognised in the Statement of Profit & Loss	35.94	31.27

Statement of Other Comprehensive Income- Expenses:

Particulars	31 st March, 2024	31 st March 2023
Net Actuarial Gain / (Loss) recognised in the period	(31.93)	13.39
Total	(31.39)	13.39

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Balance Sheet Recognition:

Particulars	31 st March, 2024	31 st March, 2023
Present Value of Obligations	237.74	213.04
Fair Value of Plan Assets	0	0
Liability recognised in the Balance Sheet	237.74	213.04

Change in the present Value of the Obligation:

Date of Valuation	31 st March, 2024	31 st March, 2023
Present Value of obligations at beginning of the period	213.04	199.36
Interest cost	15.89	14.19
Current Service cost	20.05	17.08
Benefits paid	(43.17)	(4.21)
Actuarial (gain) /loss on obligations	31.93	(13.39)
Present Value of obligation end of the period	237.74	213.04

The Principal assumptions used in determining gratuity obligation for the Company's plan are:

Date of Valuation	31 st March, 2024	31 st March, 2023
Discount rate	7.21%	7.46%
Mortality table	100% of IALM 2012-14	100% of IALM 2012-14
Future salary increases	7.00%	7.00%
Attrition	0.00%	0.00%

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

Impact of the change	31 st March, 2024	31 st March, 2023
Discount Rate		
-Increase by 0.50%	(10.50)	(8.36)
-Decrease by 0.50%	11.26	8.95
Salary Inflation		
-Increase by 1%	23.18	18.44
-Decrease by 1%	(20.53)	(16.39)
Attrition Rate		
-Increase by 5%	0.61	1.55
-Decrease by 5%	NA	NA

4.17. **Earnings Per Share (Ind AS-33)**

	<u>Year ended</u> <u>31st March, 2024</u>	<u>Year ended</u> <u>31st March, 2023</u>
	(₹ in lakh)	(₹ in lakh)
Numerator		
Net Loss		
attributable to Equity shareholders	(2,081.82)	(1,117.28)
Denominator		
Weighted average number of outstanding Equity shares	No.'s 190.18	No's 190.18
Nominal		
Value per Equity share	10	10
Earnings per Equity share		
-Basic & Diluted		
- ₹ 10 paid-up	(10.95)	(5.87)
- ₹ 5 paid-up	(5.47)	(2.94)

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4.18. **Deferred Tax Assets & Liabilities (Ind AS-12)**

The major components of Deferred Tax Asset and Deferred Tax Liability - arising out of timing differences are:

<u>Particulars</u>	<u>Amount</u>	<u>Total</u>
	(₹ in lakh)	(₹ in lakh)
a) Timing Difference (Assets)		
Carry Forward Losses		
-Business Loss	593.00	
-Unabsorbed Depreciation	0	
<u>Expenses:</u>		
<i>u/s 43B of the Income Tax Act, 1961</i>		
(not paid till date)		
-Leave Encashment	12.88	
-Interest Accrued & Due	3,866.83	
-Bonus	<u>22.85</u>	3,938.50
<i>u/s 40(A)(7) of the Income Tax Act, 1961</i>		
-Provision for Gratuity		35.94

Depreciation			
-As per Income Tax Act, 1961	566.49		
-As per Financial Statements	<u>924.13</u>	<u>357.64</u>	4,889.14
b) Timing Difference (Liability)			
Adjustment/Set off			
-Business Loss		0.00	
<u>Expenses:</u>			
<i>u/s 43B of the Income Tax Act, 1961</i>			
(paid during the year)			
-Leave Encashment	13.14		
-Bonus	18.24		
-Interest accrued & due	19,98.00		
-Gratuity	<u>43.17</u>	<u>2,072.56</u>	2,072.56
Net Deferred Tax Value			<u><u>2,816.59</u></u>
Deferred Tax Assets			732.31
(@ 26%)			732.45
Or say			5,694.37
Add: Opening Balance (Deferred Tax Assets)			<u>5,694.37</u>
Deferred Tax Assets (Net)	TOTAL `		<u><u>6,426.68</u></u>
Or Say			<u><u>6,426.68</u></u>

4.19. Impairment of Assets (Ind AS-36)

During the year, the Company has undertaken a review of all the fixed assets in line with the requirements of Ind AS-36 on "Impairment of Assets" as notified under Section 133 of the Companies Act, 2013, based on such review, no provision for impairment is required to be recognised for the year.

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4.20. Micro, Small & Medium Enterprises

Based on the information available with the Company, the Company has certain dues to suppliers registered under "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED Act, 2006). The disclosures pursuant to the said MSMED Act are as follows:

(` in lakh)

	Particulars	As at 31.03.2024	As at 31.03.2023
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act, 2006).		
	Principal Amount due to micro and small enterprises	23.58	23.58
	Interest due on above	Nil	Nil
(ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to the supplier beyond the appointed day during the period.	Nil	Nil
(iii)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	Nil	Nil
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil

(v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	Nil	Nil
-----	--	-----	-----

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

4.21 Current Financial Liabilities:

-Trade Payables (` 4,906.16 lakh) include:

Amount due to Farmers (` 4,286.11 lakh) on account of Cane Price.

Farmers have been contesting, from time to time, for release of their payment; effective steps have been taken to settle their accounts.

And Other Balances related to suppliers & contractors are bifurcated as per the Schedule III requirements.

Other Current Financial Liabilities (` 24,435.50 lakh):

Workmen's Compensation:

The Company had made provision of ` 240.00 lakh, in earlier years, on account of Workmen's Compensation awarded to 24 workers under the directions of Labour Commissioner, Haryana; however the case is pending before Hon'ble Supreme Court of India; the matter is subjudiced.

We have entered for settlement agreement with workers and settlement amount will be paid in 3 installment out of which 1 installment of ` 72.00 Lakh is paid during the year.

Other Liabilities (` 308.24 lakh) include:

Amount recovered from Unisiddha Trading Private Limited - Nagpur (` 62.71 lakh) by Police.

Police is recovering the payment in trail of payments gone from mill.

Police recovered Amount has been recovered from Albeli Leasing & Finance Pvt. Ltd by Police.

4.22 Auditor's Remuneration

(excluding of Goods & Services Tax)

	<u>31st March, 2024</u> <u>AMOUNT</u> (` In lakh)	<u>31st March, 2023</u> <u>AMOUNT</u> (` In lakh)
-As Auditors	3.50	2.50
-Reimbursement of Expenses	0.00	0.00
TOTAL `	3.50	2.50

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4.23 Disclosure of Financial Ratios – As per Annexure (B).

4.24 Other additional information

a) Revenue from operations

The Company is engaged in manufacturing & sales of sugar and its by products and generation and distribution of power.

<u>Particulars</u>	<u>31st March, 2024</u> <u>AMOUNT</u> (` In lakh)	<u>31st March, 2023</u> <u>AMOUNT</u> (` In lakh)
b) Raw material consumed		
-Sugarcane/Bagasse & Biomass	15,780.57	17,069.40
TOTAL `	15,780.57	17,069.40

c) Finished Goods

Closing Stock			
-Sugar	2,349.70		4,962.80
-By products			
Molasses	428.17		236.38
Bagasse	35.02		37.22
TOTAL `	2,812.89		5,236.40
Opening Stock			
-Sugar	4,962.80		4,600.73
-By products			
Molasses	236.38		215.02
Bagasse	37.22		57.37
TOTAL `	5,236.40		4,873.12

d) **Imported & indigenous consumption of raw material/stores & spares and percentage thereof**

		<u>31st March, 2024</u>	<u>%</u>	<u>31st March, 2023</u>	<u>%</u>
		AMOUNT		AMOUNT	
		(` In lakh)		(` In lakh)	
'A'	Imported	Nil	-	Nil	-
'B'	Indigenous				
	-Raw Material	15,780.57	100	17,069.40	100
	-Stores & Spares *	321.82	100	428.49	100

* represent consumable stores (` 176.60 lakh) & packing material (` 145.22 lakh).

- e) There was no transaction in Foreign Currency (previous year - Nil).
- f) The woman Director (Ms. Grupsi) is not attending any of the meeting. Due to non-payment of Farmers (Cane Growers) within time, the mill is being supervised by the State Government.

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4.25. Figures for previous year have been regrouped/rearranged where necessary to conform to the current year's presentation.

In terms of our attached report of even date.

For and on behalf of the Board of Directors

For P.K. VASUDEVA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. - 000724N

SANDEEP SINGH GHUMAN
(Whole-time Director)
DIN : 07275838

(PRATEEK PURI)
PARTNER
Membership No. – 524431

MANOJ KUMAR DAS
(Director)
DIN : 07693956

VIJAY BHATIA
(Chief Financial Officer)

Dated: 20th June, 2024
Place : Banondi

PRABHJOT KAUR
(Company Secretary)

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No.MGT-11)

Name of the Member(s):
 Registered address:
 E-mail Id:
 Folio No. / Client ID No.: DP ID No.....

I / We, being the member(s) of Shares of **Naraingarh Sugar Mills Limited**, hereby appoint:

1. Name: E-mail Id:
 Address:.....
 Signature.....or failing him
2. Name: E-mail Id:
 Address:.....
 Signature.....or failing him
3. Name: E-mail Id:
 Address:.....
 Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Wednesday, 25th September, 2024 at 1.00 P.M. at Village Banondi PO Shahzadpur, Tehsil Naraingarh, Distt. Ambala (Haryana)and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolutions	Assent	Dissent
1.	ORDINARY BUSINESS To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31st, 2024 and the Reports of the Directors and Auditors thereon.		
2	To appoint a director who retires by rotation.		
	SPECIAL BUSINESS		
3	To ratify the remuneration payable of the Cost Auditors for the financial year ending March 31, 2025		

Signed this day of.....2024.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy

ATTENDANCE SLIP
(To be presented at the entrance)
ANNUAL GENERAL MEETING ON
WEDNESDAY, SEPTEMBER 25TH, 2024 AT 01.00 P. M.

Naraingarh Sugar Mills limited

Regd. Office: Village Banondi PO Shahzadpur, Tehsil Naraingarh, Distt. Ambala (Haryana)
Email: cs@nsml.in

Folio No. _____

DP ID No. _____ Client ID No. _____

Name of the Member _____

Signature _____

Name of the Proxy holder _____

Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.