



**Annual Report
2024-25**

CORPORATE INFORMATION

Registered Office

Vishwaraj Sugar Industries Limited

Bellad-Bagewadi, Taluka-Hukkeri,
District-Belgaum-591305, Karnataka, India.
Telephone No.: +91 8333 251251
Fax No.: +91 8333 251322
Website: www.vsil.co.in
Email: info@vsil.co.in

Auditors

M/s. P. G. Ghali & Co.

Chartered Accountants
F-01, DRK Empire, Khanapur Road, Tilakwadi
Belagavi - 590 008, Karnataka, India.

Cost Auditor

M/s. S. K. Tikare & Co.

Cost Accountants, Belgaum

Secretarial Auditor

Vinita D. Modak

Practicing Company Secretary
Nashik

Bankers & Financial Institutions

State Bank of India
Bank of India
Belagavi District Central Co-Operative Bank
SVC Co-Operative Bank Limited

Registrar & Share Transfer Agent

Bigshare Services Private Limited

(Unit: Vishwaraj Sugar Industries Limited)
E-2 Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai 400072,
Maharashtra, India.

BOARD OF DIRECTORS

Chairman & Managing Director

Mr. Nikhil Katti

Whole-Time Directors

Mr. Mukesh Kumar *

Mrs. Sneha Nitin Dev

Mr. Kush Katti

Mr. Mallikarjun Pujar #

Independent Directors

Mr. Shivanand Tubachi

Mr. Basavaraj Hagargi

Mrs. Pratibha Munnolli

Mr. Vishnukumar Kulkarni

KEY MANAGERIAL PERSONNEL

Chief Financial Officer

Mr. Sheshagiri Kulkarni

Company Secretary & Compliance Officer

Ms. Priya Dedhia

COMMITTEES OF THE BOARD

Audit Committee

Mr. Shivanand Tubachi (Chairman)

Mr. Kush Katti

Mr. Vishnukumar Kulkarni

Nomination and Remuneration Committee

Mr. Basavaraj Hagargi (Chairman)

Mrs. Pratibha Munnolli

Mr. Vishnukumar Kulkarni

Stakeholders Relationship Committee

Mr. Shivanand Tubachi (Chairman)

Mrs. Sneha Nitin Dev

Mr. Nikhil Katti

Corporate Social Responsibility

Mr. Vishnukumar Kulkarni (Chairman)

Mr. Kush Katti

Mrs. Pratibha Munnolli

Risk Management Committee

Mr. Vishnukumar Kulkarni (Chairman)

Mrs. Sneha Nitin Dev

Mr. Mukesh Kumar *

Mrs. Pratibha Munnolli

* Resigned w.e.f. 30-06-2025. # Appointed w.e.f. 16-07-2025.

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **Vishwaraj Sugar Industries Limited** will be held on Wednesday, the 24th day of September, 2025 at 11:30 AM at the Registered Office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belagavi-591305, Karnataka, India, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the year ended March 31, 2025.

To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon and in this regard to pass following resolution as an Ordinary Resolution.

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, laid before this meeting, be and are hereby received, considered, approved and adopted”.

2. To appoint a Director in place of Mr. Nikhil Katti who retires by rotation.

To appoint a Director in place of Mr. Nikhil Katti (DIN: 02505734) who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Nikhil Katti (DIN: 02505734) who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment as Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation”.

SPECIAL BUSINESS

3. Ratification of remuneration payable to the Cost Auditors of the Company.

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

“RESOLVED THAT, pursuant to Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, as approved by the

Board of Directors of the Company (“the Board”) to be paid to M/s. S.K. Tikare & Co. Cost Accountants, on its appointment made by the Board, pursuant to Section 148 of the Companies Act, 2013 read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 on the recommendation of the Audit Committee as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026, be and is hereby ratified”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”.

4. Appointment of Secretarial Auditor of the Company.

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and on the basis of the recommendation of the Board of Directors of the Company, Mrs. Vinita D. Modak, Practicing Company Secretary (holding Membership Number A23151), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 up to the financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”.

5. Appointment of Mr. Mallikarjun Kadayya Pujar as a Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT Mr. Mallikarjun Kadayya Pujar holding (DIN: 00598939), who was appointed by the Board of Directors in its meeting held on July 16, 2025 as an Additional Director of the Company, to hold office pursuant to Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”.

6. Appointment of Mr. Mallikarjun Kadayya Pujar as Whole-Time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded to appoint Mr. Mallikarjun Kadayya Pujar (DIN: 00598939) as a Whole-Time Director of the Company for a period of three years with effect from July 16, 2025 on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of re-appointment and/or remuneration”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”.

7. Re-appointment of Mr. Vishnukumar Kulkarni as Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and that of the Board of Directors, Mr. Vishnukumar Kulkarni (DIN: 01756948), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from July 17, 2025 upto July 16, 2030.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution”.

8. Re-appointment of Mrs. Sneha Nithin Dev as Whole-Time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mrs. Sneha Nithin Dev (DIN: 09762514) as a Whole-Time Director of the Company for a further period of three years with effect from October 15, 2025 on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to the notice convening this meeting

with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of re-appointment and/or remuneration".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

9. Approval for holding office of profit by Mr. Lava Katti

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members be and is hereby accorded for holding office of profit by Mr. Lava Katti (relative of Director) designated as Chief Operating Officer at a remuneration of Rs. 45,49,872/- per annum with such increments as the Board of Directors may determine from time to time, but not exceeding Rs. 75,00,000/- per annum".

"RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel be and is here by authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

10. Approval for holding office of profit by Mrs. Shruti Katti

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution;

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members be and is hereby accorded for holding office of profit by Mrs. Shruti Katti (relative of Director) designated as Chief Administrative Officer at a remuneration of Rs. 45,49,872/- per annum with such increments as the Board of Directors may determine from time to time, but not exceeding Rs. 75,00,000/- per annum".

"RESOLVED FURTHER THAT the Board of Directors or any Key Managerial Personnel be and is here by authorized to do all acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board of Directors

For Vishwaraj Sugar Industries Limited

Sd/-

Nikhil Katti

Managing Director

DIN: 02505734

341, Town: Bellad-Bagewadi, Taluk: Hukkeri,
Dist. Belagavi-591305, Karnataka, India.

Place: Bellad-Bagewadi

Date: August 9, 2025

NOTES

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the special business set out in the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IF ANY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 (FORTY-EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.**
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the

conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.

4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that will take place at the AGM through ballot paper.

6. The Register of Members and Share Transfer Books shall be closed from Friday, September 19, 2025 to Wednesday, September 24, 2025 (both days inclusive).
7. As per Regulation 40 of SEBI Listing Regulations, securities of the listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider their holding to be dematerialized to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited, Registrar and Transfer Agents ("Bigshare"), for assistance in this regard.
8. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolutions/authority, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which Directors are Interested, maintained under section 189 of the Act will be available for inspection by the members at the AGM.
11. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with the Company's Registrar and Transfer Agent, Bigshare in respect of shares held in physical form.

15. The Members are requested to:

- (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Bigshare in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform Bigshare immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with Bigshare for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - (e) Quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Bigshare Services Private Limited. (Unit: Vishwaraj Sugar Industries Limited), 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, India.
 - (f) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., September 17, 2025 may obtain the login id and password by sending a request at ivote@bigshareonline.com.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2024-25 will be available on the Company's website www.vsil.co.in for download.
 17. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Bigshare Services Private Limited and have it duly filled and sent back to them.
 18. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
 19. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its

transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

20. Pursuant to the Articles of Association of the Company and the provisions of the Act, Mr. Nikhil Katti, Director, retires by rotation and being eligible, offers himself for re-appointment.
21. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Re-appointment at the AGM is furnished as Annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and the rules made thereunder.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form can submit their PAN to the Company/Bigshare.
23. The Board of Directors of the Company has appointed Mr. Ramnath Sadekar, Advocate as the Scrutinizer to scrutinize the process of remote e-voting and voting by poll at the AGM in a fair and transparent manner.
24. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 17, 2025.
25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting by poll.
26. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 a.m. (IST) on Sunday, September 21, 2025.

End of remote e-voting: At 5:00 p.m. (IST) on Tuesday, September 23, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

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

The facility of voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right of voting at the meeting.

27. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting will, within the

prescribed time, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vsil.co.in. The results shall simultaneously be communicated to the Stock Exchanges.

General:

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make within the prescribed time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting by way of Ballot Form during the meeting. The facility for physical voting shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by ballot will be treated as invalid.

28. The Company has appointed Bigshare Services Private Limited, Mumbai, to provide the remote E-Voting facility for the AGM.
29. Route map and prominent land mark for easy location of the venue of the Meeting are attached herewith in terms of Secretarial Standards 2 (SS-2).
30. Members are requested to take note that, in compliance with the relevant circulars, the Notice of the AGM and Annual Report for the financial year 2024-25, are being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/ Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA & SEBI Circulars. The aforesaid documents will also be available on the Company's website at www.vsil.co.in under section Investors, on the website of BSE at www.bseindia.com, on the website of NSE at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, www.bigshareonline.com.

Pursuant to Regulation 36(1)(b) of SEBI Listing Regulations the company will send a letter providing the weblink including the exact path, where complete details of the annual report is available, to those shareholders who have not registered their email id with the Company or the Depository Participant.

INSTRUCTIONS FOR REMOTE E-VOTING

- (i) The voting period begins on Sunday, September 21, 2025 at 9:00 AM and ends on Tuesday, September 23, 2025 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 17, 2025 may cast their votes 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 venue.
- (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.

- (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 above said SEBI Circular, Login method for Remote e-Voting for individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

LOGIN METHOD

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is <https://web.cdslindia.com/myeasitoken/home/> login or visit CDSL website www.cdslindia.com and click

on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.

- 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 4) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk details for Individual Shareholders holding securities in Demat mode with CDSL & NSDL :

CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on your register email id.

- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

NOTE: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'.
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**.
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode, helpdesk details are as under:

In case shareholders/investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out all material facts relating to the business under items 3 to 10 mentioned in the accompanying notice of the Annual General Meeting.

Item No. 3: Ratification of remuneration payable to Cost Auditors.

The Company has been maintaining cost records, as required by Section 148 (1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), since the Company is engaged in the production of the goods covered by the said Rules.

Pursuant to Rule 4 of the Rules, the cost records maintained by the Company shall be audited by a Cost Accountant, who shall be appointed by the Board of Directors, on the recommendation of the Audit Committee of the Board of Directors of the Company.

Accordingly, the Board of Directors of the Company appointed M/s. S. K. Tikare & Co. Cost Accountants as Cost Auditor to conduct the audit of cost records of the Company for the financial year ended March 31, 2026 and approved remuneration of Rs. 180,000/- (Rupees One Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals. Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, requires the shareholders to ratify the remuneration payable to the Cost Auditors, as approved by the Board of Directors.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

Item No. 4: Appointment of Secretarial Auditors of the Company.

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of Directors. The Board of Directors, at its meeting held on August 9, 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended to the members, appointment of Mrs. Vinita D Modak, Practicing Company Secretary (ACS No.: 23151, C. P. No.: 8258), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Mrs. Vinita D Modak, Practicing Company Secretary, is an Associate member of the Institute of Company Secretaries of India ("ICSI") and has good knowledge and experience in corporate secretarial practices. She is into practice for over a decade with wide experience in the secretarial services. The proprietorship firm has been Peer Reviewed

and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. She is a ACS having membership number 23151 and holding C.P. No. 8258. The Peer Reviewed Proprietor Firm is having Peer Reviewed Firm No. 6209/2024. She has been associated with the Company since 2022.

Mrs. Vinita D Modak has consented to her appointment as Secretarial Auditor and has confirmed that she has subjected herself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, Mrs. Vinita D Modak has confirmed that she is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the members.

Item No. 5: Appointment of Mr. Mallikarjun Kadayya Pujar as Director of the Company.

With an intention to broad base the Board, the Board of Directors of the Company in its meeting held on July 16, 2025, appointed Mr. Mallikarjun Kadayya Pujar as an Additional Director, under Section 161 of the Companies Act, 2013 ("the Act"), to hold office from the date of the said meeting up to the date of the ensuing Annual General Meeting of the Company.

The Nomination and Remuneration Committee of the Board considering knowledge and experience of Mr. Mallikarjun Kadayya Pujar, recommended his appointment as Director of the Company.

Mr. Mallikarjun Kadayya Pujar has furnished to the Company his consent to act as Director in writing, in Form DIR 2.

The Company has received due notice in writing, from a member, under section 160 (1) of the Act, proposing the candidature of Mr. Mallikarjun Kadayya Pujar for the office of Director of the Company.

The appointee has informed to the Company in Form DIR 8 that he has not incurred disqualification under Section 164 (2) of the Companies Act, 2013

Mr. Mallikarjun Kadayya Pujar possesses immense knowledge and has varied experience in the areas of technical and management. Considering knowledge and experience of Mr. Mallikarjun Kadayya Pujar, his appointment as Director will be of immense benefit to the Company.

Brief resume of Mr. Mallikarjun Kadayya Pujar, nature of his expertise in specific functional areas is provided in Annexure to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in this resolution.

The Board of Directors commends the Special Resolution set out at Item No. 5 of this Notice for approval by the members.

Item No. 6: Appointment of Mr. Mallikarjun Kadayya Pujar as Whole-Time Director.

The Board of Directors in its meeting held on July 16, 2025, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mallikarjun Kadayya Pujar as Whole-Time Director of the Company for a period of three years, with effect from July 16, 2025, subject to the approval of the shareholders in the General Meeting.

Mr. Mallikarjun Pujar, was holding the office of Director in the Company from 2011 to 2019. He is associated with Company since inception. Since, he has knowledge in the fields of agriculture, cane development and procurement, technical and management and being in long association, the Company will be immensely benefited, if he is appointed as Whole-Time Director of the Company.

Mr. Mallikarjun Pujar has confirmed that he is not disqualified from being appointed as Director, in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as the Whole-Time Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the Companies Act, 2013 and Part I of Schedule V thereof. He is therefore eligible for appointment.

The appointment of Mr. Mallikarjun Pujar as Whole-Time Director of the Company has been made subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013. A brief profile of Mr. Pujar, is provided in the ANNEXURE to the notice pursuant to the provisions of Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India.

Specific notice of the meeting of the Board and the resolution for the appointment of the Whole-Time Director to be moved thereat, had been given to all the Directors on the Board.

The Company has entered in to an Agreement with Mr. Mallikarjun Kadayya Pujar, containing the terms and conditions of appointment, which inter-alia provides as under:

Term of Office:

Three years commencing on and from July 16, 2025.

Remuneration:

- a) Salary: Rs. 10,67,646/- (Rupees Ten Lakhs Sixty-Seven Thousand Six Hundred and Forty-Six only) per annum with such increments up to the limit of Rs 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum. He shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.
- b) Perquisites: Apart from the salary he is not entitled to any perquisites.
- c) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

It is at the sole discretion of the Board of Directors or Committee thereof to exercise the powers to alter and vary the terms and conditions and/or remuneration subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, in case of loss or inadequate profit.

Other terms and conditions of appointment shall be as per the agreement entered in to between the Company and the appointee.

A statement of information pursuant to Part II of Section II of Schedule V to the Companies Act, 2013 is given as under:

I General Information

- (1) Nature of Industry: Manufacture of sugar, ethanol and generation of power.
- (2) Date or expected date of commencement of commercial production: Commercial production commenced in the year 2000.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on given indicators: Not applicable.
- (5) Foreign Investments or collaboration, if any: There is no foreign investment of collaboration.

II Information about the appointee

- (1) Background details: Mr. Mallikarjun Kadayya Pujar, was holding the office of Director of the Company from 2011-2019. He is associated with the Company since inception. He has knowledge in the fields of agriculture, cane development and procurement, technical and management.
- (2) Past Remuneration: Rs. 10,67,646/- per annum.
- (3) Recognition or awards: NIL
- (4) Job profile and suitability: Subject to the superintendence, control and direction of the Board of Directors of the Company, the Whole-Time Director shall be in charge of general administration of Company with substantial powers of management of the affairs of the Company and general conduct. Being in long association with company, his knowledge and experience in the field of agriculture, cane development and procurement, technical and management, he is suitable for the job.
- (5) Remuneration proposed: As stated hereinabove.
- (6) Comparative remuneration profile of the position and person: The remuneration is paid taking in to consideration trend in the industry. Comparatively the trend in the industry is on higher side.
- (7) Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel: There is no pecuniary relationship directly or indirectly with the Company or Managerial Personnel.

III Other Information

- (1) Reasons for the inadequate profit: During the year, crushing of sugarcane dropped by 2.13 lakh MT which resulted in less production of finished product. Further, increase in cost of raw materials and other expenses during the year has resulted in loss. The loss is only for the current financial year.
- (2) Steps taken or proposed to be taken for improvement: The Company is striving to increase the productivity by increasing the crushing of sugarcane in more quantities and consequential increase in revenue. The Company has expanded the distillery capacity to 250 KLPD, thereby increasing the ethanol production.
- (3) Expected increase in productivity and profits in measurable terms: The Company has expanded the distillery capacity from 100 KLPD to 250 KLPD. This will improve the productivity and profitability of the Company. The Company is striving to increase the productivity by increasing the crushing of sugarcane in more quantities and consequential increase in revenue.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Mallikarjun Kadayya Pujar. The copy of the Agreement is open to inspection by any member of the Company without payment of fee, at the registered office of the Company, on all working days, during business hours.

Mr. Mallikarjun Kadayya Pujar and his relatives, may be deemed to be interested in the resolution set out under item 6 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors / Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in these resolutions.

The Board commends the Special Resolution set out at item No. 6 for the approval of the members.

Item No. 7: Re-appointment of Mr. Vishnukumar Kulkarni as Independent Director of the Company

Mr. Vishnukumar Kulkarni, held office of Non-Executive Independent Director in the Company. His first term of five consecutive years ended on 16th July 2025.

The Board of Directors of the Company therefore re-appointed Mr. Vishnukumar Kulkarni as Director, to hold office of Independent Director in the Company, in terms of Section 149 (4) of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with effect from 17th July 2025, for a second term of five consecutive years, subject to the approval of the members of the Company, by Special Resolution, pursuant to Section 150 (2) of the Act, at the ensuing Annual General Meeting of the Company.

The Nomination and Remuneration Committee of the Board considering background, knowledge, experience and evaluation of their past performance and independence of Mr. Vishnukumar Kulkarni, recommended his re-appointment as Independent Director of the Company.

Mr. Vishnukumar Kulkarni has furnished to the Company his consent to act as Independent Director, in writing in Form DIR 2.

The Company has received due notice in writing, from a member, under section 160 (1) of the Act, proposing the candidature Mr. Vishnukumar Kulkarni for the office Director of the Company.

Mr. Vishnukumar Kulkarni is eligible for re-appointment as an Independent Director of the Company under Sub-section (6) of Section 149 of Act. He has given declaration to the effect that, he meets the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013.

The appointee has informed to the Company in Form DIR 8 that he has not incurred disqualification under Section 164 (2) of the Companies Act, 2013

The appointee possesses immense knowledge and has varied experience in the areas of agriculture and biochemistry. Considering his knowledge and experience and past performance as Non-executive Independent Director of the Company, his re-appointment as Independent Director will be of immense benefit to the Company. In the opinion of the Board of Directors of the Company, he fulfills the conditions for appointment as Independent Director as specified in the Act.

Brief resume of Mr. Vishnukumar Kulkarni nature of his expertise, in specific functional areas is provided in Annexure to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

A copy of the draft letter of appointment of Mr. Vishnukumar Kulkarni as an Independent Director, setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours.

The respective relatives of Mr. Vishnukumar Kulkarni may be deemed to be interested in the resolution set out under item 7 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors / Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in these resolutions.

The Board commends the Special Resolution set out at item No. 7 for the approval of the members.

Item No. 8: Re-appointment of Mrs. Sneha Nithin Dev as Whole-Time Director of the Company

Mrs. Sneha Nithin Dev was appointed as Whole-Time Director of the Company with effect from October 15, 2022 to hold office for a period of three years. Her term of office shall end on October 14, 2025. Taking in to consideration her experience in the Company, past performance, knowledge and benefit derived by the Company due to her occupation of office, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed her as the Whole-Time Director of the Company for a further period of three years with effect from October 15, 2025. Her re-appointment is subject to the approval of the shareholders in the General Meeting, by a Special Resolution.

Specific notice of the meeting of the Board and the resolution for the appointment of the Whole-Time Director to be moved thereat, had been given to all the Directors on the Board.

Mrs. Sneha Nithin Dev, is one of the Promoters of the Company. She is a Bachelor of Business Administration. She is the daughter of Late. Shri. Umesh Katti and sister of Mr. Nikhil Katti - Managing Director. She is actively associated with social activities of the community. She has knowledge in the field of finance and accounts and being qualified in the area of business administration, the Company will be immensely benefited, if she is re-appointed as Whole-Time Director of the Company.

Mrs. Sneha Nitin Dev has confirmed that she is not disqualified from being appointed, in terms of Section 164 of the Companies Act, 2013. She has given her consent to act as the Whole-Time Director of the Company. She satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part I of Schedule V thereof. She is therefore eligible for re-appointment.

The re-appointment of Mrs. Sneha Nitin Dev as Whole-Time Director of the Company has been made subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013.

A brief profile of Mrs. Sneha Nitin Dev, is provided in the ANNEXURE to the notice pursuant to the provisions of Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India.

The Company has entered in to an Agreement with Mrs. Sneha Nitin Dev, containing the terms and conditions of appointment, which inter-alia provides as under:

Term of Office: Three years with effect from October 15, 2025.

Remuneration:

- a) Salary: Rs. 30,00,000/- (Rupees Thirty Lakhs only) per annum with such increments, as recommended by the Nomination and Remuneration Committee and decided from time to time by the Board of Directors of the Company at its absolute discretion, that the total salary shall not exceed Rs. 48,00,000/- (Rupees Forty-Eight Lakhs) per annum. She shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.
- b) Perquisites: Apart from the salary she is not entitled to any perquisites.
- c) Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

It is at the sole discretion of the Board of Directors or Committee thereof to exercise the powers to alter and vary the terms and conditions and/or remuneration subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, in case of loss or inadequate profit.

Other terms and conditions of appointment shall be as per the agreement entered in to between the Company and the appointee.

A statement of information pursuant to Part II of Section II of Schedule V to the Companies Act, 2013 is given as under:

I. General Information

- (1) Nature of Industry: Manufacture of sugar, ethanol and generation of power.

- (2) Date or expected date of commencement of commercial production: Commercial production commenced in the year 2000.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on given indicators: Not applicable.
- (5) Foreign Investments or collaboration, if any: There is no foreign investment of collaboration.

II Information about the appointee

- (1) Background details: Mrs. Sneha Nithin Dev, is one of the Promoter-Director of the Company. She is Bachelor of Business Administration. She is the daughter of Late. Shri. Umesh Katti and sister of Mr. Nikhil Katti - Managing Director. She is actively associated with social activities of the community. She has knowledge in the field of finance, accounts and business administration.
- (2) Past Remuneration: Rs. 30,00,000/- per annum.
- (3) Recognition or awards: Nil
- (4) Job profile and suitability: Subject to the superintendence, control and direction of the Board of Directors of the Company, the Whole-Time Director shall be in charge of general administration of the Company with substantial powers of management of the affairs of the Company and general conduct. Being qualified as Bachelor of Business Administration, she is suitable for the job.
- (5) Remuneration proposed: As stated hereinabove.
- (6) Comparative remuneration profile of the position and person: The remuneration is paid taking in to consideration trend in the industry. Comparatively the trend in the industry is on higher side.
- (7) Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel: There is no pecuniary relationship directly or indirectly with the Company. She is the sister of Mr. Nikhil Katti - Managing Director of the Company.

III Other Information

- (1) Reasons for the inadequate profit: During the year, crushing of sugarcane dropped by 2.13 lakh MT which resulted in less production of finished product. Further, increase in cost of raw materials and other expenses during the year has resulted in loss. The loss is only for the current financial year.
- (2) Steps taken or proposed to be taken for improvement: The Company is striving to increase the productivity by increasing the crushing of sugarcane in more quantities and consequential increase in revenue. The Company has expanded the distillery capacity to 250 KLPD, thereby increasing ethanol production.
- (3) Expected increase in productivity and profits in measurable terms: The Company has expanded the distillery capacity from 100 KLPD to 250 KLPD. This will improve the

productivity and profitability of the Company. The Company is striving to increase the productivity by increasing the crushing of sugarcane in more quantities and consequential increase in revenue.

The Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mrs. Sneha Nitin Dev. The copy of the Agreement is open to inspection by any member of the Company without payment of fee, at the registered office of the Company, on all working days, during business hours up to the date of the annual general meeting.

Mrs. Sneha Nitin Dev and Mr. Nikhil Katti, Directors of the Company, are interested in the resolution set out under item No. 8.

The relatives of Mrs. Sneha Nitin Dev may be deemed to be interested in the resolution set out under item 8 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in this resolution.

The Board commends the Special Resolution set out at item No. 8 for the approval of the members.

Item No. 9: Approval for holding office of profit by Mr. Lava Katti

Mr. Lava Katti holds a Bachelors Degree of Business Administration from Karnataka University Dharwad, Masters in Business Administration from Cardiff Metropolitan University.

Mr. Lava Katti has been associated with the Company since 2013 and was holding the position of Whole-Time Director up to September 2022. He has contributed a great value in the present growth and success of the Company with his rich expertise in the industry administration of distillery and co-generation units and agriculture. It would therefore be in the interest of the Company to continue to avail of his considerable expertise for the future growth of the Company.

Presently, Mr. Lava Katti is occupying the position of Chief Operating Officer, on an annual remuneration of Rs. 45,49,872. Since, Mr. Lava Katti is holding office of profit, the Board of Directors, by way of a resolution, has accorded its consent pursuant to Section 188(1) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

As per Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders is necessary as the monthly remuneration exceeds the limits specified thereunder.

The disclosure pursuant to explanation to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

- Name of the related party: Mr. Lava Katti
- Name of the Director or Key Managerial Personnel who is related, if any: Mr. Kush Katti
- Nature of relationship: Brother
- Nature, material terms, monetary value and particulars of the contract or arrangement: Overseeing the operations of the unit and holding office on an annual remuneration of Rs. 45,49,872.

- Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

Except Mr. Lava Katti and Mr. Kush Katti and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution set out at item No. 9 for the approval of the members.

Item No. 10: Approval for holding office of profit by Mrs. Shruti Katti

Mrs. Shruti Katti is a Masters in Business Administration.

Mrs. Shruti Katti has varied experience and knowledge in business administration. It would therefore be in the interest of the Company to avail of her considerable expertise for the better administration of the affairs of the Company.

Presently, Mrs. Shruti Katti is occupying the position of Chief Administrative Officer, on an annual remuneration of Rs. 45,49,872. Since, Mrs. Shruti Katti is holding office of profit, the Board of Directors, by way of a resolution, has accorded its consent pursuant to Section 188(1) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

As per Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders is necessary as the monthly remuneration exceeds the limits specified thereunder.

The disclosure pursuant to explanation to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

- Name of the related party: Mrs. Shruti Katti
- Name of the Director or Key Managerial Personnel who is related, if any: Mr. Nikhil Katti
- Nature of relationship: Wife
- Nature, material terms, monetary value and particulars of the contract or arrangement: Managing of administrative affairs and holding office on an annual remuneration of Rs. 45,49,872.
- Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

Except Mrs. Shruti Katti and Mr. Nikhil Katti and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 10 of the Notice.

The Board commends the Special Resolution set out at item No.10 for the approval of the members.

By Order of the Board of Directors

For Vishwaraj Sugar Industries Limited

Sd/-

Nikhil Katti

Managing Director

DIN: 02505734

341, Town: Bellad-Bagewadi, Taluk: Hukkeri,
Dist. Belagavi-591305, Karnataka, India.

Place: Bellad-Bagewadi

Date: August 9, 2025

Annexure

Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company

[Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.5.2 of Secretarial Standard 2 (SS 2)]

Particulars	Nikhil Katti	Sneha Nitin Dev	Vishnukumar Kulkarni	Mallikarjun Pujar
Date of Birth	22-03-1983	02-12-1985	10-01-1959	12-03-1962
Date of Appointment	16-01-2009	15-10-2022	17-07-2020	16-07-2025
Qualifications	Bachelors Degree of Business Administration from Karnataka University Dharwad, Masters in Business Administration from University of Whales in International Marketing.	Bachelor of Business Administration	M.Sc. in Microbiology, Poona University, 1983,	SSLC
Expertise in specific functional areas	Administration of distillery, sugar industry, co-generation units and hospitality and infrastructure industry.	Actively associated with social activities of the community. She has gained expertise in the field of finance, accounts, agriculture and business administration.	Worked as Chief Microbiologist, Research Co-Ordinator, consultant for sugar industry, water treatment and biotechnology. Developed rapid acting biocides for sugar industry viz. POLMAX ESR and Polmax Supreme, SUCROGUARD for infield cane sanitation etc.	Agriculture especially in cane development, administration and management, technical.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	UK27Hospitality Services (India) Limited UR Sugar Industries Limited	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies	Two	NIL	NIL	NIL
Number of shares held in the Company	25557195 equity shares of the face value of Rs. 2/- each.	2246250 equity shares of the face value of Rs. 2/- each.	NIL	NIL
Terms and conditions & details of remuneration	No remuneration from the Company as he is member of Karnataka Legislative Assembly. He is liable to retire by rotation.	Being Whole Time Director, she is paid remuneration of Rs. 30.00 Lakhs per annum. She is liable to retire by rotation.	Re-appointment for a term of 5 consecutive years. Not liable to retire by rotation. Not entitled for any remuneration except sitting fees.	Appointment for a term of 3 years. Liable to retire by rotation. Remuneration Rs. 10.67 Lacs PA. Not entitled for any sitting fees.
No. of meetings of the Board attended	10	7	10	NA
Relationship between Directors inter-se	Relative of Mrs. Sneha Dev Whole-Time Director and cousin of Mr. Kush Katti	Relative of Mr. Nikhil Katti Managing Director and cousin of Mr. Kush Katti	Not Related	Not Related

MANAGEMENT DISCUSSION & ANALYSIS

Global Economic Scenario

The global sugar market is experiencing steady growth, with increasing demand fueled by population growth and its use in food and beverages. However, the market is also subject to fluctuations due to factors like weather patterns, government policies, and global economic conditions.

The Global Sugar Market influences economies worldwide, with production occurring in 108 countries through both cane and beet cultivation. Sugar consumption is universal, spanning food manufacturing and retail use, with per capita consumption varying significantly based on cultural practices and product accessibility.

International sugar trade primarily consists of surplus production exceeding domestic requirements. Sugar moves between countries either as food-grade product (typically white sugar) in consumer packaging or as raw sugar in bulk shipments requiring destination refining. The International Sugar Organization monitors global market dynamics, including futures exchanges, international trade patterns, national production levels, and consumption factors such as the implementation of soft drink taxes which impact consumption patterns.

The Sugar market accounted for USD 70.35 Billion in 2024 and is expected to reach USD 142.1 Billion by 2035. The sugar market designates the entire universe of activities underlying sugar production, distribution and consumption. It includes growing of sugar cane and sugar beets, the processing of raw sugar and trading it on international markets.

Weather, Government Policies, demand for sweeteners in food and beverages and global economic trends can affect the sugar market. Sugar is heavily regulated with many nations setting tariffs, subsidies and import and export controls to protect their domestic industries. Sugar is vitally important to both agriculture and food.

Indian Economic Scenario

The Indian sugar industry is a significant contributor to the nation's economy, ranking as the world's second-largest producer and largest consumer of sugar. It plays a crucial role in the agricultural sector, impacting the livelihoods of millions of farmers and workers.

India is a major player in global sugar production, with a significant share of both sugarcane and sugar production. It is also the world's largest sugar consumer. The industry provides direct employment to over 5 lakh workers and supports the livelihoods of 5 crore farmers and their families. It contributes about 1% to the national GDP, with sugarcane alone contributing 1.1% to the GDP. The Indian government has

implemented various measures to support the sugar industry, including fixing Fair and Remunerative Prices (FRP) for sugarcane and promoting ethanol blending programs. The industry faces challenges like fluctuating sugar prices, rising sugarcane costs, and the need for better resource management and increased productivity. Byproducts of sugarcane, such as bagasse, molasses and press mud, are utilized for power generation, ethanol production and other applications, contributing to the industry's diversification. The sugar industry in India is expected to continue growing, with a positive outlook for 2025, driven by factors like increased ethanol production and a potential increase in exports.

The expansion of the sugar industry is critical to the country's economic growth. Sugar is India's second biggest agro-based sector, and it plays an important role in the country's socioeconomic growth. The Indian sugar industry is also a significant employer, accounting for about 7.5 percent of the country's workforce. The sugar industry is a major player in the worldwide market, as it is the world's second biggest producer behind Brazil, producing approximately 15% and 25% of all sugar and sugarcane, respectively. To meet local sweetener demand, the sugar industry produces 300-350 million tonnes (Mt) cane, 20-22 Mt white sugar, and 6-8 Mt jiggery and khandasari. Around 1300 MW of electricity may be sent to the grid by the industry. The sugar business is also involved in producing sugar, bio-Electricity, bio-ethanol, bio-manure, and chemicals in order to make use of sugar complexes. These make up approximately 1% of the national GDP. In India, the sugar industry is still controlled and provides a living for 50 million farmers and their families. It employs around 5 lakh people directly in sugar mills and related businesses across the country, including both trained and semi-skilled employees. The sugar sector in India has an estimated annual sale of Rs.41,000 crore, and it pays the government Rs.2,500 crore in taxes each year.

The Country's sugar output for the 2025-26 sugar season (October-September) faces risk with early official data showing a marginal decline in sugarcane acreage. While initial figures indicate a slight dip in the area under cultivation weather and rainfall patterns, coupled with ongoing agricultural challenges, pose a threat to overall sugar production. This could potentially reduce the output from 2024-25 level.

Industry Structure and Development

The sugar industry primarily based on sugar cane and sugar beet cultivation, is a complex network involving various stages from agricultural production to processing and distribution. It is a significant agro based industry, particularly in countries like India where it is the second largest. The industry's structure includes both organized sectors like sugar mills and un-organized sectors like those producing traditional sweeteners like gur and khandasari.

The development of the sugar industry is critical to the country's economic progress. Sugar is India's second-largest agro-based business, and it plays an important role in the country's

socioeconomic growth. Sugarcane is India's most important raw ingredient for sugar production. Sugar is derived from two separate raw materials: sugarcane and beet; both generate the same refined sugar. Two-thirds of the world's sugar production comes from semitropical regions. Beet is grown in temperate climates for the remaining one-third. The well-known of India was the original home of sugar and sugarcane. Sugar and sugarcane are said to have originated in India according to Indian folklore. When compared to the cotton sector in India, sugar is the second most important agro-based industry. The most important commercial crop in India is sugarcane, which covers 5.0 million hectares. It makes a substantial contribution to the country's socioeconomic progress. The development of the Indian sugar industry is critical to the economic development of rural areas, as it mobilizes rural resources and creates jobs, as well as providing transportation. Hospitals, schools, and colleges for rural development were established by many sugar mills. By producing sugar, bio energy, bio-ethanol, bio-manure, and chemicals, as well as paper and particle board manufacturers and cogeneration facilities, the sugar business is also involved in making use of sugar complexes. The Indian sugar industry produces surplus exportable electricity and is self-sufficient in vigour. The sugar industry's many byproducts also help to the country's economic prosperity by encouraging a variety of auxiliary businesses. Sugarcane has evolved into a multi-product crop that may be used to make sugar, ethanol, paper, power, and other products. Sugarcane is an essential source of bio-energy for cattle, and there is a growing demand for it in rural areas. Distilleries rely on molasses as a source of nourishment. The country's ethanol need is increasing all the time. The use of bagasse as an alternative raw material for wood pulp for economic and environmental sustainability was a common choice in the sugar industry.

Risks and Concerns

The sugar market is facing severe constraints due to mounting competition from artificial sweeteners and plant derived sugar. With the development of a highly conscious health conscious among consumers, preferences increasingly lean toward low-calorie, natural and plant-based alternatives. Artificial sweeteners like aspartame, stevia and sucralose allow for sugar reduction without compromising sweet carvings. Plant sugars such as coconut sugar and agave nectar are gaining ground due to their supposed health benefits and lower glycemic index. These alternatives are thought not to promote weight gain and to be diabetes aggravating, thus forcing the sugar market to reflect on its place in consumers list.

Moreover, government regulations like sugar taxes and health codes limit sugar consumption, placing a challenge in the path of traditional sugar producers. With consumers tilting towards healthier options, sugar demand is registering a slow but steady decline here. This change has led manufacturers to spread out their product folios, implementing sugar alternatives, just to remain competitive. As a result, the traditional sugar industry is being

compelled to transform in to a giant low-calorie, healthier sweeteners.

Global sugar prices will likely to be under pressure in the 2025-26 season in October as production in India and Thailand is expected to increase while in Brazil, it is projected to be robust. "Global sugar prices continue to decline, spurred by optimistic projections for an enhanced global supply outlook" said research agency BMI, a unit of Fitch Solutions.

Outlook

The global sugar market, at times, pivots around dynamics from within the Indian sugar industry. In 2022/23, India represents around 15.5% of global consumption. It is the world's largest consuming country, and its consumption total has increased by 10% since 2018/19. Meanwhile, Indian production has reached record output totals in 2021/22, of nearly 36 mln tonnes of sugar, up from the previous record tally in 2018/19 of 32.9 mln tonnes. This also represents a 10% rise and excludes product diverted to ethanol, which is reflected in the gross production total. The industry is however seen, by some, as a heritage industry, where new innovations have largely passed-by unnoticed and agricultural practices, such as the manual harvesting of green cane and the use of bullocks for field work, are still the norm. But even on these low-tech foundations, the government and industry have combined in recent years to build out both a successful ethanol fuel blending programme and a record sugar export total. Furthermore, the incorporation of some of the Rangarajan report proposals has seemingly brought production onto a more stable footing, if recent production totals are a good proxy for the success of these changes. This positive momentum, towards liberalisation, was set back by the WTO ruling against India, on charges of cross-subsidisation of exports and exceeding WTO-agreed limits for domestic support. While an appeal, lodged by India, cannot be heard given the absence of an appellant body within the WTO structure, the Indian sugar industry structure continues to evolve. The latest report from the Commission of Agricultural Costs and Prices (CACP) highlights the transition towards a revenue sharing structure between farmers and millers as a target, which had its roots in the Rangarajan report of a decade ago. But the fixing of the 2023/24 fair and remunerative price (FRP) for cane by the government and the anticipated fixing of State-Advised Prices (SAP) in states where private sector-owned mills dominate, and where state governments have a legacy of fixing a higher cane price through its legislature, means that any transition towards a revenue sharing mechanism will be at least a year away.

Opportunities and Threats

The sugar industry faces a mix of opportunities and threats. Key opportunities include the growing demand for the ethanol, increased consumption of speciality sugars and potential for diversification in to by products. Threats include fluctuating global sugar prices, increasing competition and challenges related to sustainability and changing consumer preferences.

With urbanisation, increasing income level and growing middle class among the countries in Asia, the consumption of sweetener products, deserts, soft drinks and processed food is increasing rapidly. For instance, these markets, especially Southeast Asia and India have also established recurring consumption patterns and developing demands in some parts of the world with much concern regarding nutritional intake, which increases the need for natural and alternative sugar items and significant opportunities for extensive offerings are created here.

Asia's lower per capita sugar consumption than western markets, provides room for expansion and opens up emerging markets for exporters to leverage economic growth and demographic trends to support their transition to long term market growth through revenue expansion of the global sugar supply chain. Improved infrastructure and trade agreements in these areas make it easier for sugar exporters to operate increasing accessibility and reducing logistical difficulties. Further owing to its advantageous position, this area serves as a gateway to other developing markets, such as those in the Middle East and Africa.

Indian Government has been encouraging ethanol capacity expansion to cut its dependency on imported crude oil and channelize the excess sugar inventories in to ethanol production. Those factors will further propel the growth of the ethanol market in India. India currently aims to achieve an E20 blend by 2030.

Now that India has been self-reliant in sugar for quite sometime and has been exporting sugar in the world market, the focus has shifted from production of sugar to conversion of sugar into fuel by converting the sucrose present in the cane into ethanol. This serves twin purposes, the first is consumption of excess of sugar and the second is savings of foreign exchange.

In keeping with this trend only, your Company set up a 100 KLPD sugarcane to ethanol distillery 5 years ago and this year we have added 150 KLPD distillery, thus increasing the capacity to 250 KLPD. In the new unit which we have added there is vision also of converting of any food grain into ethanol. Thus, enabling the utilisation of the capacity for the full year.

Challenges

The Indian sugar industry relies on worldwide sugar prices, which often change. These shifts in global sugar prices can affect how much money sugar mills make making it tough for them to keep running. Industry experts say the global sugar price has moved between Rs. 25 Rs. 35 per kg in the last 5 years. These price changes can affect how much money sugar mills bring in, making it hard for them to put money into new tech and grow their businesses.

The sugar industry in India is facing tougher competition from other countries that produce sugar, like Brazil, Thailand, and Pakistan. These nations can make sugar for less money and sell it abroad at prices that are hard to beat.

The Indian sugar industry relies on water, which is getting scarcer in many areas of the country. Droughts and water shortages can hurt sugarcane yields making it tough for sugar mills to keep up their production.

The Indian sugar industry struggles with steep logistics and transportation expenses, which can affect sugar mills' bottom line. Moving sugarcane from farms to mills and then sugar to markets can rack up hefty costs.

The Indian sugar industry grapples with environmental issues and regulatory hurdles, which affect sugar mills' long-term viability. The sector faces pressure to lessen its impact on the environment, including cutting down on water use and greenhouse gas output. Industry figures show that Indian sugar producers create about 10 million tons of bagasse, which can generate power and heat. Yet, the industry struggles to get rid of bagasse in a way that's kind to the environment. These environmental worries and regulatory obstacles will persist making it tough for sugar mills to keep their operations going.

Discussion on financial performance with respect to operational performance

The Company has a cane crushing capacity of 11000 TCD, ethanol production capacity of 100 KLPD and power generation capacity of 36.4 MW. The ethanol production capacity is increased to 250 KLPD and will commence from November 2025.

During the year under review, the Company crushed 7,44,743.38 MT of sugarcane and produced 5,52,900 quintals of sugar, produced 20812.38 kilo liters of ethanol and generated 7,81,33,800 KWh of power. Out of the power generated 4,91,05,800 KWh was exported and the balance was consumed by the Company.

The Company's revenue from operations stood at Rs. 46,154.96 Lakhs for the year ended March 31, 2025 as against Rs. 52,220.51 Lakhs for the previous year. The EBITDA for the year under review stood at Rs. 1,931.58 Lakhs as compared to Rs. 6,868.51 Lakhs for the previous year. The Company incurred a Loss of Rs. 3,702.33 Lakhs after tax expenses as compared to Profit of Rs. 1,449.78 Lakhs for the previous year.

During the year, crushing of sugarcane dropped by 2.13 lakh MT which resulted in less production of finished products. Further, increase in cost of raw materials and other expenses during the year has resulted in loss. The loss is only for the current financial year.

The Company is striving to increase the productivity by increasing the quantum of crushing of sugarcane and consequential increase in revenue. The Company has expanded the distillery capacity to 250 KLPD, thereby increasing the ethanol production.

Risk Management

VSIL considers timely identification and effective mitigation of risks as the utmost pre-requisite for maintaining stable and genuine returns, besides ensuring consistent increase in shareholder value. The major risks in this industry include impact on sugarcane production due to seasonal uncertainties.

Internal Control system and their Adequacy

The compliance certificate from the Whole Time Director and the Chief Financial Officer provided in the Annual Report confirms the

adequacy of our internal control system and procedure. The Audit Committee in every meeting evaluates Internal Financial control and Risk Management Systems.

Material Development in Human Resources/Industrial Relations Front including number of people employed

Our strategic objective is to build a sustainable organization while creating growth opportunities for our employees and generating profitable returns to our investors. The total work force of the Company is 964. Number will be increased with the growth of business of the Company. The Company is aware that satisfied highly motivated and loyal employees contribute to the growth of the Company. The employee relations remained cordial throughout the year.

Disclosure of Accounting Treatment

In the preparation of financial statement for the year ended March 31, 2025, no treatment different from that prescribed in the Accounting Standards has been followed by the Company.

Segment-wise or product-wise performance

(Rs. In lakhs)

Particulars	31.03.2025	31.03.2024
1. Segment Revenue		
-- Income from Operations		
(a) Sugar	27,734.32	30,847.68
(b) Co-generation	2,440.33	4,269.07
(c) Distillery	13,632.48	17,844.45
(d) Vinegar Unit	1,686.23	1,995.23
-- Other operating income		
(a) Others	2.80	13.87
(b) Unallocable revenue	-	-
Income from operations (net)	45,496.16	54,970.30
2. Segment Results		
(a) Sugar	(10,841.01)	(9,941.40)
(b) Co-generation	677.54	2,095.14
(c) Distillery	9,661.48	12,445.14
(d) IML	163.49	112.35
(e) Vinegar Unit	1,077.32	1,569.50
(a) Finance Costs	3,426.97	3,049.61
(b) Other expenditure (net of other income)	418.51	1,002.75
Profit before tax	(3,106.66)	2,228.37
3. Segment Assets		
(a) Sugar	33,587.21	37,397.20
(b) Co-generation	6,258.24	7,550.28
(c) Distillery	35,908.38	28,931.02
(d) IML	317.26	323.56
(e) Vinegar Unit	2,213.05	2,589.42
(f) Un-allocable	3,568.78	3,125.22
Total Assets	81,852.93	79,916.70
4. Segment Liabilities		
(a) Sugar	32,427.20	40,845.43
(b) Co-generation	264.86	-
(c) Distillery	12,905.60	1,500.00
(d) IML	-	-
(e) Vinegar Unit	107.03	-
(f) Un-allocable	36,148.24	37,571.27
Total Liabilities	81,852.93	79,916.70

Details of Significant Changes in Key Financial Ratios

Sr. No.	Particulars	Year ended	Year ended
		31.03.2025	31.03.2024
1	Operating Margin (%) operating profit/Revenue from operations	4.26	12.49
2	Net profit Margin (%) Net profit/Revenue from operations	(8.16)	2.64
3	Interest service coverage ratio (ISCR) (In times) EBIT/ (Interest Expense on long term and short-term borrowing for the quarter/year)	0.56	2.25
4	Debt service coverage ratio (DSCR) (In times) \ EBITDA/(Interest expenses on long term and short-term borrowings for the quarter/year+ schedule principal repayment of long-term borrowings during the quarter/year)	0.30	1.39
5	Bad debts to account receivable ratio (not annualised for the quarter) Provision for doubtful debts and Bad debts charged to statement of profit & loss/ Average accounts receivable	-	-
6	Debtors turnover (in times) (not annualised for the quarter) Revenue from operations/ Average accounts receivable	12.87	13.10
7	Inventory turnover (in times) (not annualised for the quarter) cost of goods sold/Average inventory	1.40	1.35
8	Debt Equity Ratio Debt (Current and Non-Current portion of long-term borrowings + short term borrowings)/Net Worth	1.39	1.36
9	Current Ratio (in times) Current Assets/Current Liabilities	0.92	0.92
10	Current Liabilities Ratio (in times) Current Liabilities /Total Liabilities	0.68	0.78
11	Total debts to total assets (in times) Debt (current and non-current portion of long-term borrowings + short term borrowings)/Total Assets	0.48	0.46
12	Long term debt to working capital (in times) (current and non-current portion of long-term borrowings)/ (current assets-current liabilities)	(5.19)	(2.84)
13	Net worth (INR in Lakhs)	28,047.83	26,829.11
14	Debenture Redemption Reserve	-	-

Definitions:

- Operating profit= profit/(loss)Before tax +Depreciation and Amortization expenses + Finance costs - Other Income
- EBIT = Profit/(Loss) Before tax + Finance Cost- Interest Income
- EBIT= Profit/(Loss) Before tax+ Finance cost + Depreciation and amortisation expenses - interest income
- Average Trade receivable = (Opening trade receivable + Closing trade receivable)/2
- Average Inventory = (Opening inventory + Closing inventory)/2
- Cost of goods sold = cost of material consumed + purchase of stock-in-trade + change in inventories of finished goods, work-in-progress and stock-in-trade.

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 30th Annual Report of your Company together with the Audited Financial Statements for the financial year ended March 31, 2025.

Results of Operation and the State of Company's Affairs

The Company has a cane crushing capacity of 11000 TCD, ethanol production capacity of 100 KLPD and power generation capacity of 36.4 MW. The ethanol production capacity is increased to 250 KLPD and will commence from November 2025.

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Financial Summary and Highlights

The Company's Financial Performance for the financial year ended on March 31, 2025 under review along with previous year figures are given hereunder:

(Rs. In lakhs)

Particulars	2024-25	2023-24
Revenue from operations	45,391.89	54,970.30
Other Income	763.07	250.21
Total	46,154.96	55,220.51
Profit/(Loss) before Finance Cost, Depreciation & Amortization	1,931.58	6,868.52
Depreciation & Amortization expense	1,611.28	1,590.54
Finance cost	3,426.97	3,049.62
Profit Before Exceptional and Extraordinary items	(3,106.67)	2,228.36
Exceptional and Extraordinary items	-	-
Profit/(Loss) before tax	(3,106.67)	2,228.36
Provision for Current Tax	-	630.08
Deferred Tax	595.66	148.50
Short and excess provisions for earlier year	-	-
Net Profit/(Loss) After Tax	(3,702.33)	1,449.78
Profit/(Loss) brought forward	19,986.16	18,911.94
Profit Available for appropriation	16,283.83	20,361.72
Transferred to General Reserve	-	-
Interim Dividend Paid	-	-
Dividend Recommended @ of Re 0.20 per equity share of Rs. 2/- each	-	375.56
Profit/(Loss) retained in Profit & Loss Account	16,283.83	19,986.16
Basic & diluted Earnings per Share (Rs.)	(1.74)	0.78

Transfer to Reserves

In view of the losses incurred, the Company did not transfer any amount to the reserves.

Dividend

In view of the losses incurred during the year, the Board of Directors did not recommend any dividend for the year ended March 31, 2025.

The Dividend Distribution Policy of the Company is available on the Company's website at www.vsil.co.in under the head 'Investors' – 'Policies'.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented separately and forms part of this Report.

Corporate Governance

Your Company is committed to maintain highest standards of Corporate Governance and adhere to Corporate Governance requirements set out by the Securities and Exchange Board of India.

The Report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

Business Responsibility Report

SEBI, vide its Circular dated May 10, 2021, made Business Responsibility and Sustainability Report mandatory for the top 1,000 listed companies (by market capitalization) from fiscal 2023. Since the provision of the Regulation 34 (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable for the year ended March 31, 2025, based on market capitalization, the Business Responsibility and Sustainability Report is therefore not given.

Credit Rating

During the year under review ICRA Limited has given credit ratings as [ICRA] BB+ (Stable) for the financial facilities availed by the Company in the form of Long-Term Fund Based Cash Credit & Term Loan and Unallocated Limits.

Contracts and Arrangements with Related Parties

All contracts and arrangements with related parties that were entered in to during the financial year 2024-25 were on an arm's length basis and were in the ordinary course of business.

All related party transactions were placed before the Audit Committee for approval/omnibus approval as per the Company's policy on related party transactions. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of foreseen and repetitive nature on yearly basis. A statement giving details of all related party transactions is placed before the Audit Committee for their approval.

During the year under review, there are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

Since the Company has not entered in to any contracts or arrangements or transactions which are not at arm's length basis with related parties so also material contracts, arrangement or transactions with related parties, the disclosure of particulars pursuant to section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is therefore not made.

However, the details of the related party transactions entered in to during the year are given under Note No. 32 of the Financial Statements forming part of this Annual Report.

Internal Financial Control

The internal control systems are commensurate with the nature of business and the size and complexity of operations of the Company. The Audit Committee periodically evaluates the adequacy and effectiveness of the Company's internal financial control systems and monitors the implementation of recommendations made by the Committee.

The Auditors of the Company have also opined that "the Company has in all material respects an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025". Further certificate of compliance from the Whole-Time Director and Chief Financial Officer annexed to this report confirms the adequacy of the internal control systems and procedures of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retire by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Nikhil Katti, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Retiring Director has confirmed that, he is not disqualified under sub-section (2) of Section 164 of the Act and is eligible for re-appointment as Director of the Company, by filing Form DIR 8 with the Company.

Whole-Time Directors

The Board consists of four Whole-Time Directors viz. Mr. Nikhil Katti - Managing Director and Mr. Kush Katti, Mrs. Sneha Nitin Dev, Mr. Mallikarjun Kadayya Pujar as Whole-Time Directors.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Mallikarjun Kadayya Pujar as Additional Director with effect from July 16, 2025 to hold office up to the ensuing annual general meeting of the Company. Subject to the approval of the members of the Company, the Board appointed Mr. Mallikarjun Kadayya Pujar as Whole-Time Director of the Company.

Mr. Mallikarjun Pujar, was holding the position of Director of the Company from 2011 to 2019. He is associated with the Company since inception. Taking into consideration his experience and long association with the Company he is appointed on the Board of the Company. He has knowledge in the field of agriculture, cane development, technical and management field.

The Board has recommended to this meeting appointment of Mr. Mallikarjun Kadayya Pujar as Director under section 161 of the Companies Act, 2013 to hold office as Whole-Time Director for a period of three years with effect from July 16, 2025.

The term of office of Mrs. Sneha Nitin Dev as Whole-Time Director will be ending on October 14, 2025. Taking in to consideration her qualification, varied experience in the industry, rich knowledge, past performance and the benefit that can be derived by the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee re-appointed Mrs. Sneha Nitin Dev as Whole-Time Director of the Company for a further period of three years with effect from October 15, 2025. Her appointment is subject to the approval of the members in the ensuing Annual General Meeting of the Company.

Independent Directors

The Independent Directors possess the requisite skills, experience and knowledge and their qualification and experience was suitable

for the Company and the Board derives immense value from their guidance and work experience.

The present Board consists of four Independent Directors viz. Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi, Mrs. Pratibha Munnoli and Mr. Vishnukumar Kulkarni.

The first term of five consecutive years as Independent Director of Mr. Vishnukumar Kulkarni ended on July 16, 2025. Taking in to consideration his high qualification, varied experience in the industry, rich knowledge, past performance and the benefit that can be derived by the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Vishnukumar Kulkarni as Independent Director of the Company for the second term of five consecutive years with effect from July 17, 2025. He shall not be liable to retire by rotation. His appointment is subject to the approval of the members in the ensuing Annual General Meeting of the Company.

Accordingly, the Board has recommended for his appointment at the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that, they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as Independent Directors.

Regarding proficiency, in terms of the regulatory requirements providing for establishment of an online database of Independent Directors by Indian Institute of Corporate Affairs, all the Independent Directors of the Company have enrolled their names in the said database.

Key Managerial Personnel

In addition to the Executive Directors, Mr. Sheshagiri Kulkarni - Chief Financial Officer and Ms. Priya Dedhia - Company Secretary, are the Key Managerial Personnel of the Company.

Resignation of Director

Mr. Mukesh Kumar, Whole-Time Director designated as Executive Director of the Company tendered his resignation on health grounds and the resignation was effective from the close of business hours of June 30, 2025. He also confirmed that there is no other material reason for his resignation, other than those provided in his resignation letter.

Directors' Responsibility Statement

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards (Ind AS) have been followed along with proper explanation relating to material departures.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at

the end of the financial year and of the profit or loss of the Company for that period.

- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

Board Evaluation

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-Executive Directors and Executive Directors.

In accordance to Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations the Board evaluated performance of Independent Directors. The Independent Directors in a separate meeting reviewed the performance of Non-Independent Directors, performance of the Board as a whole and the performance of the Chairman.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

Statutory Auditors & Auditors Report

M/s. P. G. Ghali & Co., Chartered Accountants, is appointed as Statutory Auditors of the Company, in the 27th Annual General Meeting, to hold office till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2027.

The Auditors Report to the shareholder for the year ended March 31, 2025 does not contain any qualification, reservation or adverse remark and therefore does not call for any explanation or comments.

The Auditors have reported in the Annexure to their Report that, "Some of the properties are being held by way of general power of attorney in the name of Mr. Mallikarjun Kadayya Pujar".

It is hereby clarified that the Company has authorized Mr. Mallikarjun Kadayya Pujar to execute the deeds of sale in respect of the said properties, on behalf of the Company. The deeds of sale are in the process of completion. The delay in executing the sale deeds is occurring due to technical issues.

The Auditors have commented that the Company has not spent the CSR amount during the year 2024-25. The Board's explanation for the same is as under:

The Company was required to spend Rs. 34.14 lakhs in pursuance of its Corporate Social Responsibility Policy during the financial year 2024-25. The Board desires to spend the said amount in the rural area where the Sugar Manufacturing Unit of the Company is situated. The Board could not spend the said amount in the financial year 2024-25 as no such activity was foreseen to be undertaken in the area coupled with the financial crunch faced by the Company. However, the Company shall transfer the unspent amount of Rs. 34.14 lakhs to a special account in a scheduled bank called Vishwaraj Sugar Industries Limited Unspent Corporate Social Responsibility Account and the Company will ensure to spend in pursuance of its obligation towards Corporate Social Responsibility Policy within a period of 3 financial years from the date of transfer.

Secretarial Auditors and their Report

The Board of Directors appointed Mrs. Vinita D. Modak, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2024-25.

Pursuant to SEBI Circular dated February 8, 2019, in addition to the Secretarial Audit Report as mentioned above, the Company has obtained Secretarial Compliance Report from Mrs. Vinita D. Modak, Practicing Company Secretary, for the year ended March 31, 2025. A copy of the Secretarial Compliance Report so obtained, is filed with the BSE Limited and National Stock Exchange of India Limited.

The Secretarial Audit Report and the Secretarial Compliance Report do not contain any qualification, reservation and adverse remark except non-spending of CSR amount during the year 2024-25. The Board's explanation for the same is provided in the above paragraphs of the Statutory Auditors & Auditors Report.

The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed and forms part of this Report as **ANNEXURE - I**.

Pursuant to Regulation 24A of SEBI Listing Regulations with effect from April 1, 2025, every listed entity shall appoint a Peer Reviewed Company Secretary or a Firm of Company Secretary(ies) as Secretarial Auditor on the basis of recommendation of the Board of Directors of the Company. Accordingly, the Board of Directors at its meeting held on August 9, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Mrs. Vinita D. Modak, Practicing Company Secretary (ACS No.: 23151, C.P. No.: 8258), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, at such fees as may be determined by the Board of Directors of the Company, from time to time.

Cost Records and Cost Audit

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 the Company has made and maintained cost accounts and records for the financial year ended March 31, 2025.

As recommended by the Audit Committee, the Board has appointed M/s. S. K. Tikare & Co. Cost Accountants, as Cost Auditors to conduct cost audit of the records maintained by the Company for the financial year 2025-26.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26, at this Annual General Meeting.

DISCLOSURES

Audit Committee

The Audit Committee comprises of two Independent Directors namely Mr. Shivanand Tubachi and Mr. Vishnukumar Kulkarni and one Whole-Time Director Mr. Kush Katti. Mr. Shivanand Tubachi is the Chairman of the Committee. Terms of reference and powers of the Committee is provided in the Corporate Governance Report annexed to this Report. All the recommendations made by the Audit Committee were accepted by the Board. The number and dates of the meetings held during the financial year 2024-25 are provided in the Corporate Governance Report.

Nomination and Remuneration Committee

The Committee comprises of three Independent Directors namely Mr. Basavaraj Hagargi, Mrs. Pratibha Munnolli and Mr. Vishnukumar Kulkarni. Mr. Basavaraj Hagargi is the Chairman of the Committee. Terms of reference and powers of the Committee is provided in the Corporate Governance Report annexed to this Report. The policy for selection of Directors and determining Director's independence and policy relating to the remuneration of Directors, Key Managerial Personnel and other employees may be accessed on the Company's website www.vsil.co.in. The salient features of the policies are annexed to this Report as **ANNEXURE - II**. The number and dates of the meetings held during the financial year 2024-25 are provided in the Corporate Governance Report.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted by the Board of Directors of the Company on June 22, 2024 in view of resignation of Mr. Ramesh Katti from the office of Director. The reconstituted Committee consists of Mr. Vishnukumar Kulkarni, Mr. Kush Katti and Mrs. Pratibha Munnolli. Mr. Vishnukumar Kulkarni is the Chairman of the said Committee. The Annual Report on CSR pursuant to Rule 8 containing particulars specified in Annexure II to the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached to this Report as **ANNEXURE - III**.

Stakeholder Relationship Committee

The Committee comprises of three Directors namely Mr. Shivanand Tubachi, Mr. Nikhil Katti and Mrs. Sneha Nitin Dev. Terms of Reference and Powers of the Committee is provided in the Corporate Governance Report annexed to this Report.

Risk Management

Your Company has framed, developed and implemented Risk Management Plan, pursuant to the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee consists of the following directors viz. Mr. Vishnukumar Kulkarni (Chairman), Mrs. Pratibha Munnolli and Mrs. Sneha Nitin Dev. Mr. Mukesh Kumar who was one of the members of the Committee vacated his office due to resignation, with effect from June 30, 2025.

The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

In the opinion of the Committee there is no element of risk which may threaten the existence of the Company. The number and dates of the meetings held during the financial year 2024-25 are provided in the Corporate Governance Report.

Vigil Mechanism

The Company has formulated a Vigil Mechanism for directors and employees to report their genuine concerns or grievances pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee oversees the Vigil Mechanism. The Vigil Mechanism provides for adequate safeguards against victimization of director(s), employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The policy on Vigil Mechanism may be accessed on the Company's website www.vsil.co.in.

Internal Complaints Committee

The Company has constituted a committee by name Internal Complaints Committee, in compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 8(5)(x) of the Companies (Accounts) Rules, 2014. The said Committee is constituted to consider and resolve all sexual harassment complaints reported by women employees. During the year under review the Company did not receive any such complaint.

Meetings of the Board

The Board of Directors met eleven times during the year under review. Details of the meetings of the Board of Directors held are given in the report on Corporate Governance, which forms part of this report. The maximum interval between any two meetings did

not exceed 120 days, as prescribed under the Companies Act, 2013 and SEBI Listing (Obligations and Disclosure Requirements) Regulations, 2015.

Web link of Annual Return

Copy of the Annual Return will be placed on the website of the Company at www.vsil.co.in, pursuant to Section 92 (3) of the Companies Act, 2013.

Particulars of Loans, Guarantees or Investments

During the year under review the Company has not granted any loans and not made any investments, given guarantees and provided securities covered under section 185 and 186 of the Companies Act, 2013.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

Particulars with respect to Conservation of Energy and Technology Absorption pursuant to Rule 8(3) A and 8(3) B of the Companies (Accounts) Rules, 2014 are provided as under:

A. Conservation of Energy

- i) The steps taken or impact on conservation of energy: The Company has been continuously updating modern technology for energy conservation, like usage of Variable Frequency Drives, IE Three Motors, etc. and added automation in sugar boiling house there reducing the consumption of energy as well as other consumables like lime and sulphur. The steam consumption in the boiling house is amongst the lowest in the sugar industry in the Country.
- ii) The steps taken by the company for utilizing alternate sources of energy: The Company has been generating power from renewable sources (bagasse) and consuming captively and exporting the surplus to the grid.
- iii) The capital investment on energy conservation equipment: During the year under review, the Company did not make any capital investment on energy conservation equipment. However, some revenue expenditure was incurred.

B. Technology Absorption

- i) The efforts made towards technology absorption: The Company has been upgrading its sugar processing technology and during the year the Company has developed the technology to manufacture bacteria-free sugar.
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution: The quality of the sugar has improved to a greater extent and there has been improvement in the sugar recovery also.

iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** No new imported technology was introduced.

- The details of technology imported: NIL
- The year of import: NIL
- Whether the technology been fully absorbed: Not Applicable
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

iv) **The expenditure incurred on Research and Development:** NIL

C. Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as under:

- Foreign Exchange Earnings: NIL
- Foreign Exchange Outgo: Rs. 160.06 Lakhs.

Particulars of Employees and Related Disclosures

Disclosures pertaining remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 are provided in **ANNEXURE - IV**.

The relations between the management and the staff remained cordial during the period under review.

There is no employee who was employed throughout the financial year 2024-25, drawing remuneration which in aggregate was not less than Rupees One Crore and Two Lakhs per annum.

There was no employee employed for part of the financial year 2024-25, drawing remuneration at the rate which in aggregate was not less than Rupees Eight Lakhs and Fifty Thousand per month.

Qualified Institutional Placement

The Board of Directors of your Company with a view to capitalize on available growth opportunities and to evaluate avenues for organic and inorganic growth and expansion plan of the Company, investment in future operations and to enhance financial resources, including the long - term working capital, explored various options to manage resources more efficiently decided to raise additional funds by way of issuance of equity shares of the Company by way of Qualified Institutions Placement. Accordingly, the Company obtained approval of the members at the Extraordinary General Meeting held on June 10, 2024.

During the year under review the Company raised an amount of Rs. 49.99 Crores by issue of 3,00,47,700 equity shares of the face value of Rs. 2/- each at a premium of Rs. 14.64 per share, through Qualified Institutional Placement.

Increase in the Capital of the Company

The authorised share capital of the Company has been increased and accordingly altered the Capital Clause V of the Memorandum of Association of the Company. The increased Authorized Share Capital of the Company is Rs. 1,250,000,000 (Rupees One Hundred Twenty-Five Crores only) divided in to 62,50,00,000 (Rupees Sixty-Two Crores and Fifty Lakhs only) equity shares of the face value of Rs. 2.00 (Rupees Two only) each.

The issued, subscribed and paid-up equity share capital of the Company has been increased from Rs. 3,755.60 Lakhs to Rs. 4,356.55 Lakhs. The said increase was due to issue of equity shares through Qualified Institutional Placement during the year.

Secretarial Standards

During the year under review, your company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to Directors and employees of the Company under any scheme.
- Details relating to employee's stock option scheme.
- Revision of financial statement or Board's report.
- Buyback of shares.
- The Company does not have scheme for provision of money for purchase of its own shares by employees or by trustee for the benefit of employees.
- Purchase by Company of its own shares or giving of loans for such purchase.
- There is no change in the nature of business of the Company.
- There is no material change or commitment affecting the financial position of the Company, occurred between the end of the financial year and the date of this report.
- The Company has not accepted deposits within the meaning of Section 73 or Section 76 of the Companies Act, 2013.
- No remuneration was paid to Non-Executive Directors except sitting fees.
- No significant and material order is passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee of the Board.
- No case of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment was reported in the financial year 2024-25.

- o. There was no Subsidiary, Associate or Joint Venture of the Company during the financial year under review.
- p. Shares held in trust for the benefit of employees.
- q. Issue of debentures/warrants.
- r. Transfer to Investor Education and Protection Fund (IEPF).
- s. Disclosure about the application made or any proceeding pending under the Insolvency and Bankruptcy Code (IBC), 2016 during the year along with their status as at the end of the financial year.
- t. Disclosure about the difference between the amounts of the valuation executed at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

Acknowledgements

The Directors wish to place on record their appreciation to the wholehearted help and co-operation the Company has received from the business associates, partners, vendors, clients, government authorities, and bankers of the Company.

The relations between the management and the staff were cordial during the period under review.

The Company also wishes to put on record its appreciation for the work done by the staff. Your Directors appreciate and value the trust imposed upon them by the members of the Company.

By Order of the Board of Directors
For Vishwaraj Sugar Industries Limited

Sd/-

Nikhil Katti

Managing Director

DIN: 02505734

341, Town: Bellad-Bagewadi, Taluk: Hukkeri,
Dist. Belagavi-591305, Karnataka, India.

Place: Bellad-Bagewadi
Date: August 9, 2025

Annexure-I

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

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

To,
The Members,
Vishwaraj Sugar Industries Limited
Bellad Bagewadi Taluk: Hukkeri, Belgaum- 591305

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

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

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 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 prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- j. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - Sugar Cess Act, 1982 and the Rules made thereunder;
 - Sugar Development Fund Act, 1982 and the Rules made thereunder;
 - Sugar (Control) Order, 1966;
 - Sugarcane (Control) Order, 1966;
 - Levy Sugar Price Equalisation Fund Act, 1976;
 - Food Safety & Standards Act, 2006 and the Rules & Regulations made thereunder;
 - Agricultural and Processed Food Products Export Act, 1986;
 - Export (Quality Control and Inspection) Act, 1963;
 - Essential Commodities Act, 1955;
 - Sugar (Packing and Marketing) Order, 1970;
 - The Karnataka Sugarcane (Regulation of Purchase and Supply) Act, 2013;
 - The Karnataka Sugar (Regulation of Production) Order, 1975;
 - The Electricity Act, 2003;
 - The Electricity Regulatory Commission Act, 1998;
 - The Electricity Supply Act, 1948;
 - The Legal Metrology Act, 2009;

- The Indian Boilers Act, 1923;
- The Petroleum Act, 1934;
- The Prevention of Food Adulteration Act, 1976;
- The Molasses Control Order, 1966;
- The Factories Act, 1948 and Rules made thereunder;
- Labour laws and other incidental laws related to labour and employees appointed by the Company;
- Acts and Rules prescribed under prevention and control of pollution;
- Acts and Rules relating to Environmental protection, energy conservation and hazardous substances and chemicals;
- Acts and Rules relating to boilers, electricity explosives, fire, etc.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, Standards, etc. mentioned above, except Non-Spending of CSR amount during the year 2024-25.

I further report that:

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

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

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

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that, during the audit period the Company has taken following actions and entered into following events having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

- Approved raising of funds through Qualified Institutional Placement (QIP) by the Company for an aggregate amount not exceeding Rs. 99 Crores.
- The Authorised Share Capital of the Company has been increased from the existing Rs. 60,00,00,000 (Rupees Sixty Crore Only) consisting of 30,00,00,000 (Thirty Crore) equity shares of the face value of Rs. 2/- each, to Rs. 1,25,00,00,000 (Rupees One Hundred Twenty-five Crore only) divided into 62,50,00,000 (Sixty-Two Crore Fifty Lakhs) equity shares of the face value of Rs. 2/- each.

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

Vinita D. Modak

Practising Company Secretary
Membership No. ACS 23151

CP No. 8258

UDIN: A023151G000971230

Place: Nashik
Date: August 9, 2025

Annexure A

To the Secretarial Audit Report

To,
The Members,
Vishwaraj Sugar Industries Limited
Bellad Bagewadi Taluk: Hukkeri, Belgaum- 591305

Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. I believe that the audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Vinita D. Modak

Practising Company Secretary
Membership No. ACS 23151

CP No. 8258

UDIN: A023151G000971230

Place: Nashik
Date: August 9, 2025

ANNEXURE - II

Policy for selection of Directors and determining Directors Independence

1. Introduction:

1.1 Vishwaraj Sugar Industries Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, Vishwaraj Sugar Industries Limited ensures constitution of the Board of Directors with required composition, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 Vishwaraj Sugar Industries Limited recognizes the importance of Independent Directors in achieving the effectiveness of the Board.

2. Scope:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration

Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a Director appointed to the Board of the Company.

3.2 "Nomination and Remuneration Committee" means a Committee constituted by Vishwaraj Sugar Industries Limited's Board in accordance with the provisions of Section 178 of the Companies Act, 2013.

3.3 "Independent Director" means a Director referred to in sub-section (6) of Section 149 of the Companies Act, 2013.

4. Policy:

4.1 Qualifications and Criteria

4.1.1 The Nomination and Remuneration (NR) Committee and the Board shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

4.1.2 In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as:

- General understanding of the Industry vis a vis Company's business perspective;
- Educational and professional background

- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall disclose his concern or interest in any Company or Companies or Bodies Corporate, Firms including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013 and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two

percent or more of its gross turnover or total income as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as a Director in more than 20 companies of which not more than shall be 10 Public Limited Companies.

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction:

Vishwaraj Sugar Industries Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration is based on such parameters reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a director appointed to the Board of the company.
- 3.2 "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;

- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Companies Act, 2013

3.3 Nomination and Remuneration Committee” means the committee constituted by the Board of Directors of Vishwaraj Sugar Industries Limited in accordance with the provisions of Section 178 of the Companies Act, 2013.

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iii) Commission (Applicable in case of Executive Directors)
- (iv) Retiral benefits
- (v) Annual Performance Bonus

4.2 Remuneration to Non-Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non- Executive Directors of the Company within the overall limits approved by the shareholders, if any.

4.3 Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Annexure III

Annual Report on CSR Activities for the Financial Year Ended March 2025

1. Brief outline on CSR Policy of the Company:

Your Company believes in creating a just, equitable, humane and sustainable society. Your Company is at the forefront of Corporate Social Responsibility (CSR) and sustainability initiatives and practices. Your Company has been involved with social initiatives in various activities in the field of education, healthcare and communities, etc. Your Company takes pride in being an organisation with a strong social conscience and upholds the principle of contributing to the society through its various CSR activities. Conducting our business profitably and delivering good returns to our stakeholders is a part of our full agenda. We believe that we are equally responsible to contribute to the society within which we operate and to positively impact the well-being of the people and sections of the society that need intervention to better their prospects. We believe that development of the communities in which we operate will result in the empowerment of not just the people in these communities, but the nation at large.

In accordance with the requirements of the Act and the Rules, our CSR activities, among others will focus on Education, Healthcare, Rural Development Projects, Rural Sports, etc.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ramesh Katti*	Chairman, Non-Executive	One	One
2.	Mr. Vishnukumar Kulkarni#	Chairman, Independent	-	-
3.	Pratibha Pramod Munnolli	Independent Director	One	One
4.	Kush Ramesh Katti	Whole-Time Director	One	One

* Resigned w.e.f. June 10, 2024 # Appointed w.e.f. June 22, 2024.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company.

- <https://vsil.co.in/wp-content/uploads/2018/01/CSR-Policy.pdf>
- <https://vsil.co.in/wp-content/uploads/2024/06/Commities-of-the-Board.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. – Not Applicable.

5. (a) Average net profit of the Company as per section 135(5) – **Rs. 1,707.07 Lakhs**
- (b) Two percent of average net profit of the Company as per section 135(5) – **Rs. 34.14 Lakhs**
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years – **NIL**
- (d) Amount required to be set off for the financial year, if any – **NIL**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)] – **Rs. 34.14 Lakhs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) – **NIL**
- (b) Amount spent in Administrative Overheads – **NIL**
- (c) Amount Spent on Impact Assessment, if applicable – **Not Applicable**
- (d) Total amount spent for the financial year [(a)+(b)+(c)] – **NIL**

(e) CSR Amount spent or unspent for the Financial Year:

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

(f) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the Company as per section 135(5)	34.14
(ii)	Total amount spent for the Financial Year	0.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	34.14

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
NIL								

8. Whether any capital assets have been created or acquired through CSR amount spent in the financial year: **NO**

9. Specify the reasons(s), if the company has failed to spend two per cent of the average net profit as per sub-section(5) of section 135.

The Company was required to spend Rs. 34.14 lakhs in pursuance of its Corporate Social Responsibility Policy during the financial year 2024-25. The Board desires to spend the said amount in the rural area where the Sugar Manufacturing Unit of the Company is situated. The Board could not spend the said amount in the financial year 2024-25 as no such activity was foreseen to be undertaken in the area coupled with the financial crunch faced by the Company. However, the Company shall transfer the unspent amount of Rs. 34.14 lakhs to a special account in a scheduled bank called Vishwaraj Sugar Industries Limited Unspent Corporate Social Responsibility Account and the Company will ensure to spend in pursuance of its obligation towards Corporate Social Responsibility Policy within a period of 3 financial years from the date of transfer.

Sd/-
Mr. Vishnukumar Kulkarni
Chairman

Sd/-
Kush Katti
Whole-Time Director

Belagavi, August 9, 2025

Annexure-IV

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (1) Ratio of the remuneration of each Director / KMP to the median remuneration of all the employees of the Company for the financial year.

Median remuneration of all the employees of the Company for the Financial year 2024-25 (per annum)	1.76 Lakhs
The Percentage increase in the median remuneration of employees in the Financial year 2024-25	25%
The number of employees on the rolls of Company as on March 31, 2024	964

Name of Director	Designation	Ratio of Remuneration to Median Remuneration of all employees	% Increase in Remuneration in the FY 2024-25
Mr. Mukesh Kumar	Executive Director	27.34	-
Mr. Kush Ramesh Katti	Whole-Time Director	23.93	-
Mrs. Sneha Nithin Dev	Whole-Time Director	17.07	-

The percentage increase in remuneration of each Director, CFO, CS in the financial year		
Name	Designation	Increase in %
Mr. Nikhil Umesh Katti	Managing Director	-
Mr. Kush Ramesh Katti	Whole-Time Director	-
Mr. Mukesh Kumar	Executive Director	-
Mr. Sheshagiri Kulkarni	Chief Financial Officer	25%
Ms. Priya Manoj Dedhia	Company Secretary	25%

- (2) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is increase in median salary paid to employees during the year and same is calculated and mentioned in point (1) above.

- (3) The Company affirms that the remuneration is as per the remuneration policy of the Company.
- (4) During the year review, there was no employee who was:
- Employed throughout the financial year and was in receipt of remuneration which, in the aggregate, was not less than one crore and two lakh rupees;
 - Employed for a part of the financial year and was in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;
 - Employed throughout the financial year or part thereof and was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

(5) Statement showing names of the top ten employees in terms of remuneration drawn is as under

Sl. No.	Name	Designation	Yearly Remuneration (Rs.)	Nature of employment	Qualification	Experience	Date of Commencement of Employment	Age	Previous employment/ position held of employment	Equity Shares held	Related to any Director or Manager
1	Mr. Mukesh Kumar	Whole-Time Director	48,00,000	Contractual	B.Sc. Engineering	35	01-03-2019	62	-	-	-
2	Mr. Lava Katti	Chief Operations Officer	45,49,872.00	Permanent	MBA	12	01.11.2022	38	-	6501375	Brother of Mr. Kush Katti
3	Mrs. Shruti Nikhil Katti	Chief Administrative Officer	45,49,872.00	Permanent	MBA	2	01.10.2023	35	-	-	Wife of Nikhil U Katti
4	Mr. Kush Katti	Whole Time Director	42,00,000.00	Contractual	MBA	12	30/06/2013	38	-	5725375	Brother of Mr. Lava Katti
5	Mrs.Sneha Nithin Dev	Whole Time Director	30,00,000.00	Contractual	Bachelor in business Administration	2	15.10.2022	39	-	2246250	Sister of Nikhil U Katti
6	Mr. Shashidhargouda Patil	Asst. General Manager (Cane)	26,99,920.00	Permanent	Diploma In Agriculture	28	07.05.2019	49	Olam Agro India Pvt Ltd Deputy Manager	-	-
7	Mr. Channamallaya Hiremath	GM Technical (Mechanical)	11,68,460.00	Permanent	DME, BOE	21	01.05.2005	37	-	-	-
8	Mr. Praful Shetty	GM Instrument	11,68,460.00	Permanent	BE	15	01.06.2010	40	-	-	-
9	Mr. Bharat Gajanana Mirajakar	Environment Engineer	11,68,460.00	Permanent	Msc & MBA	24	02.05.2021	46	Dr. VK Sugar, Dr Dy Patil Sugar, Ridhi Siddi and Soudhi Sabic Org and Dubai DEWA Org	-	-
10	Sunil D Arable	Civil Engineer	10,25,976.00	Permanent	Diploma - Civil Eng	25	01.03.2007	56	-	-	-

REPORT ON CORPORATE GOVERNANCE

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Corporate Governance Report is as under:

Company's Philosophy on Code of Governance

Your Company's commitment to corporate governance guides its business decisions while ensuring financial responsibility, ethical conduct and fairness to all stakeholders including employees, customers, investors, regulators, suppliers and the society at large.

Our corporate governance is a reflection of our value system, encompassing our culture, policies and relationships with our stakeholders. Integrity, transparency are key to our corporate governance practices and performance and we ensure that we gain and retain the trust of our stakeholders at all times.

Corporate governance is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At VSIL, it is imperative that your Company affairs are managed in a fair and transparent manner.

Your Company has set the highest standards of corporate governance. Our corporate governance is reinforced through the Company's Code of Conduct and Ethics, corporate governance guidelines and committee charters. The Board and Management processes, audits and internal control systems reflect the corporate governance framework principles.

Board of Directors

Board effectiveness is enhanced by setting a high bar in selecting the right mix of individuals to serve on the Board, with the right qualifications, expertise and experience, who can collectively serve the best interests of all stakeholders, maintain Board and management accountability and drive corporate ethics, values and sustainability.

At VSIL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The

Board is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and its Committees. These guidelines seek to systematise the decision-making process at the meetings of the Board and its Committees in an informed and efficient manner.

The Company has maintained an optimum combination of Executive, Non-Executive and Independent Directors on its Board. As on March 31, 2025, Company's Board had a strength of 8 (Eight) Directors, comprising of 4 (Four) Executive Directors and 4 (Four) Independent Directors, which includes a Women-Director. The Chairman of the Board was an Executive Director. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act"). The Directors bring in a wide range of skill and experience to the Board.

Mr. Mallikarjun Pujar is appointed as additional director to hold office as Whole-Time Director w.e.f. July 16, 2025. Mr. Mukesh Kumar - Executive Director of the Company, resigned from the office of Director w.e.f. June 30, 2025 due to health issue, which constrained his ability to function as Executive Director of the Company. He has confirmed that there are no material reasons other than those provided.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and the Act. The maximum tenure of the Independent Directors is in compliance with the Act. All Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Regulations and Section 149 (6) of the Act.

The Board has held eleven meetings during the year and the gap between any two meetings did not exceed 120 days. The Board meetings were held on May 11, 2024, June 22, 2024, July 31, 2024, August 14, 2024, August 20, 2024, September 11, 2024, September 21, 2024, September 11, 2024, December 6, 2024, January 16, 2025, February 12, 2025. One separate meeting of Independent Directors was held on May 11, 2024 which was attended by all the Independent Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies and number of shares held by them as on March 31, 2025, are given herein below.

Sr. No.	Name of the Director	Category of Directorship	No. of Directorships in other public companies	No. of Board Meetings attended	No. of Committee positions held in other public companies		Whether attended last AGM	No. of Shares held
					Member	Chairman		
1.	Ramesh Katti (Promoter)*	Non-Executive Chairman	-	1	-	-	-	6644750
2.	Nikhil Katti (Promoter)	Managing Director Chairman**	2	10	-	1	-	25557195
3.	Sneha Dev (Promoter)	Executive Director	-	7	-	-	-	2246250
4.	Kush Katti (Promoter)	Executive Director	2	10	-	-	-	5725375
5.	Mukesh Kumar***	Executive Director	-	11	-	-	Yes	-
6.	Shivanand Tubachi	Independent Director	-	8	-	-	Yes	-
7.	Basavaraj Hagaragi	Independent Director	1	9	1	1	Yes	1000
8.	Surendra Khot *	Independent Director	-	1	-	-	-	-
9.	Pratibha Munnolli	Independent Director	1	9	1	-	Yes	-
10.	Vishnukumar Kulkarni	Independent Director	-	10	-	-	Yes	-

Resigned w.e.f. June 10, 2024.

** Appointed as Chairman w.e.f. _____ *** Resigned w.e.f. June 30, 2025

Notes: (a) Mr. Nikhil Katti, Mr. Kush Katti, are Non-Executive Directors and Mr. Basavaraj Hagaragi, Mrs. Pratibha Munnolli are Independent Directors, on the Board of UR Sugar Industries Limited. (b) Mr. Nikhil Katti and Mrs. Sneha Nitin Dev are siblings. (d) Except (b) above none of the Directors are related to any other Director or member of an extended family. (e) Familiarisation programme imparted to Independent Directors is disclosed on the Company's website www.vsil.co.in. Mr. Mukesh Kumar - Whole-Time Director, resigned from the office of Director w.e.f. June 30, 2025. (f) Positions held in other committees include only positions held in Audit and Stakeholders Relationship Committee. (g) The Non-Executive Directors did not hold any Convertible Instruments. (h) Other details regarding the directors are provided in the Directors Report.

Core Skills/Expertise/Competencies of the Board

The Board comprised of highly qualified and experienced members who possess required skills, expertise and competence that allow

them to make effective contributions to the Board and its committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company.

- Leadership/Operational management and experience
- Strategic planning
- Industry experience, Research and Development and Innovation
- Human Resource Management
- Global business
- Financial, Regulatory/Legal and Risk Management
- Corporate Governance

Core skills / expertise identified by the Board as requirement for the Company									
Name of the Director	Sugar Industry experience	Business Operations & Mgmt.	Information Technology	Business Development & Strategy	Human Resource Management	Risk Management	Finance & Accounts	Corporate Governance, Ethics	Legal Expertise
Mr. Nikhil Katti	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Sneha Dev	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Kush Katti	✓	✓	✓	✓	✓	✓	✓	✓	
Mr. Mallikarjun Pujar#	✓	✓		✓	✓				
Mrs. Pratibha Munnolli	✓	✓	✓				✓	✓	✓
Mr. Basavaraj Hagaragi	✓	✓	✓		✓		✓	✓	✓
Mr. Shivanand Tubachi	✓	✓		✓		✓	✓	✓	✓
Mr. Vishnukumar Kulkarni	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Mukesh Kumar*	✓	✓		✓	✓	✓	✓	✓	✓

* Resigned w.e.f. 30-06-2025. # Appointed w.e.f. 16-07-2025.

Confirmation as regards independence of Independent Directors

In the opinion of the Board, all the existing Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management. The Board of Directors of the Company have confirmed that the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and Section 149(1) of the Act and are independent of the management. All Independent Directors given declaration that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Regulations and Section 149 (6) of the Act.

The Committees of the Board

The Board has constituted a set of Committees with specific terms of reference/scope to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operate as an empowered agent of the Board as per their terms of reference. The minutes of the meetings of all Committees are placed before the meeting of the Board for discussion and noting.

Statutory Committees

The Statutory Committees constituted under the Act and the Listing Regulations are:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders Relationship Committee
- 4) Corporate Social Responsibility Committee
- 5) Internal Complaints Committee
- 6) Risk Management Committee

Audit Committee

The Audit Committee of the Board comprises of the following directors:

Name of the Director	Category of Directorship
Mr. Shivanand Tubachi (Chairman)	Independent
Mr. Ramesh Katti *	Non-Executive
Mr. Vishnukumar Kulkarni	Independent
Mr. Kush Katti #	Executive

*Resigned w.e.f. 10-06-2024. # Appointed w.e.f. 22-06-2024.

The Audit Committee met four times during the year under review on 11-05-2024, 14-08-2024, 11-11-2024 and 12-02-2025. All the eligible members of the Committee were present at the said meetings.

Terms of Reference and Powers of the Committee:

- i) Oversee Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii) Recommend the appointment, remuneration and terms of appointment of auditors of the Company, and also approval for payment for any other service;
- iii) Review with management the quarterly, half yearly and annual financial statements before submission to the Board, with particular reference to –
 - a) Matters required to be included in the Directors Responsibility Statement, to be included in the Board's Report, in terms of Clause (c) of Sub Section 3 of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with accounting standards, listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualification in the draft Auditors Report.
- iv) Review Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document, prospectus, notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public, or rights issue and making appropriate recommendations to the Board to take up steps in the matter.
- v) Review with the Management, Auditor's independence and performance effectiveness of audit process;
- vi) Approval of any subsequent modification of transactions of the Company with related parties;
- vii) Scrutiny of inter corporate loans and investments;
- viii) Valuation of undertakings or assets of the Company wherever it is necessary;
- ix) Evaluation of internal financial controls and risk management systems;
- x) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xi) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, reporting structure coverage and frequency of internal audit;
- xii) Discussion with the Internal Auditors, of any significant findings and follow up thereon;

- xiii) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- xiv) To look in to the reasons for substantial defaults, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xv) Approval of appointment of CFO (i.e., the whole-time finance director or any other person heading the finance function of discharging that function) after assessing the qualification of the candidate;
- xvi) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Powers:

- a) Investigate any activity within its terms of reference as above or as may be referred to it by the Board from time to time;
- b) Seek information from any employee of the Company.
- c) Obtain outside legal or other professional advice, if necessary;
- d) Securing attendance of outsiders with relevant expertise, if it considers necessary.
- e) In terms of the Insider Trading Code adopted by the Company, the Committee considers the following matters:
 - i. To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
 - ii. To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the compliance Officer on a quarterly basis.
 - iii. To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

The previous Annual General Meeting of the Company was held on September 25, 2024 and was attended by 7 Members of the Board including the Chairman of the Audit Committee and the Stakeholders Relationship Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board comprises of the following directors:

Name of the Director	Category of Directorship
Mr. Basavaraj Hagargi (Chairman)	Independent
Mrs. Pratibha Munnolli	Independent
Mr. Surendra Khot *	Independent
Mr. Vishnukumar Kulkarni #	Independent

* Resigned w.e.f. 10-06-2024. # Appointed w.e.f. 22-06-2024.

Two meetings of the Nomination and Remuneration Committee were held on 22-06-2024, 20-08-2024 during the year under review. All the members of the Committee who were eligible to attend the meeting were present at the said meetings.

Terms of Reference and Powers of the Committee

- i. The Nomination and Remuneration Committee of the Board of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- ii. 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 and other employees.

While formulating the policy, it shall ensure that -

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- iii. Identify persons who are qualified to become directors (including independent directors) and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- iv. Formulation of criteria for evaluation of Independent Directors and the Board;
- v. Devising a policy on Board diversity;
- vi. To take in to account financial position of the Company, trend in the industry, appointee's qualification, experience past performance, past remuneration etc. and bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and shareholders;
- vii. To undertake specific duties as may be prescribed by the Companies Act, 2013, Listing Agreement and/or as may be prescribed by the Board of Directors of the Company from time to time;
- viii. To obtain outside legal or other professional advice to assist in connection with its functions, if necessary;
- ix. To devise, monitor and administer the implementation of Employees Stock Option Schemes;
- x. Terms of reference for Employees Stock Option Plan (ESOP's):
 - a. To formulate Employees Stock Option Plan and from time to time to grant options to eligible employees;
 - b. To decide the quantum of options to be granted to any employee and in aggregate under any of the Employees Stock Option Plans that may be formulated by the Company;
 - c. To decide the conditions under which the options granted to employees may lapse;

- d. To determine the exercise price of the options to be granted under Employees Stock Option Plans;
- e. To determine and specify the vesting period and the exercise period in any of the Employees Stock Option Plans;
- f. To dispose of at its sole discretion and in the interest of the Company the options not applied for by the employees offered under various Employees Stock Option Plans;
- g. To decide the procedure for making fair and reasonable adjustments to the number of options and to the exercise price in case of right issue / bonus issue, other corporate actions or otherwise;
- h. To determine the terms and conditions of Employees Stock Option Plans and to do any other related or incidental matter thereto.

Performance Evaluation Criteria for Independent Directors

As on March 31, 2025, the Board consisted of four Independent Directors viz. Mr. Shivanand Tubachi, Mr. Basavaraj Hagargi, Mrs. Pratibha Munnolli and Mr. Vishnukumar Kulkarni. Mr. Surendra Khot resigned from the office of Director w.e.f. June 10, 2024.

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee as per the requirements of the Act and the Listing Regulations. The factors for evaluation of performance include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment.

REMUNERATION OF DIRECTORS

Non-Executive Directors

During the year under review, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company. Except Mr. Vishnukumar Kulkarni, none of the Non-Executive Directors, were paid sitting fees for attending the meetings of the Board or Committees thereof, during the year under review.

Mr. Vishnukumar Kulkarni, was paid sitting fees of Rs. 2.80 lakhs during the year under review.

Executive Directors

Elements of remuneration package to Executive Directors is as under.

Rs. In Lakhs

Remuneration Package	Nikhil Katti	Mukesh Kumar	Kush Katti	Sneha Dev
Salary	-	48.00	36.00	30.00
Benefits	-	-	-	-
Bonuses	-	-	-	-
Stock option	-	-	-	-
Pension	-	-	-	-

Service contracts with the Executive Directors is in subsistence. However, there is no provision for severance fee.

During the year under review the Company has not paid any fixed component and performance linked incentives to any of the Directors of the Company. The Company has not offered any stock options to any of the Directors of the Company.

Details of Number of Shares held by Non-Executive Directors as on March 31, 2025.

Name of the Director	Number of Shares held
Mr. Basavaraj Hagargi	1,000

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board comprised of the following Directors:

Name of the Director	Category of Directorship
Mr. Shivanand Tubachi (Chairman)	Independent
Mrs. Sneha Dev	Executive
Mr. Nikhil Katti	Executive

The composition of the Stakeholders' Relationship Committee is in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act. The Stakeholder Relationship Committee of the Board is empowered to consider and resolve the grievances of security holders of the Company including redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, interest/dividend payments, issue of duplicate certificates, transmission (with and without legal representation) of shares and other miscellaneous complaints.

Ms. Priya Dedhia is the Company Secretary and the Compliance Officer of the Company.

Details of Shareholders' / Investors' Complaints:

- Complaints pending at the beginning of the year: NIL
- Complaints received during the year: NIL
- Complaints resolved during the year: NIL
- Complaints pending at the end of the year: NIL

General Body Meetings

The last three Annual General Meetings (AGMs) were held at the Registered Office of the Company at Bellad-Bagewadi, Taluka: Hukkeri, District: Belagavi- 591305, Karnataka, India, as detailed hereinbelow:

Financial Year Ended	Date	Day	Time	Special Resolutions passed at the AGMs by the Shareholders
31st March 2024	25-09-2024	Wednesday	11:30 AM	i. Re-appointment of Mr. Nikhil Katti as Managing Director. ii. Re-appointment of Mr. Kush Katti as Whole-Time Director.
31st March 2023	12-09-2023	Tuesday	11:30 AM	i. Re-appointment of Mr. Shivanand Tubachi as an Independent Director. ii. Re-appointment of Mr. Basavaraj Hagargi as an Independent Director. iii. Re-appointment of Mrs. Pratibha Munnolli as an Independent Director. iv. Appointment of Mrs. Sneha Nitin Dev as Whole-Time Director.
31st March 2022	27-08-2022	Saturday	11:30 AM	i. Revision in the remuneration of Mr. Nikhil Katti – Managing Director. ii. Re-appointment of Mr. Mukesh Kumar as Whole-Time Director designated as Executive Director. iii. Re-appointment of Mr. Lava Katti as Whole-Time Director. iv. Re-appointment of Mr. Kush Katti as Whole-Time Director.

Risk Management Committee

The Risk Management Committee of the Board comprised of the following Directors:

Name of the Director	Category of Directorship
Mr. Vishnukumar Kulkarni (Chairman)	Independent
Mr. Mukesh Kumar*	Executive
Mrs. Pratibha Munnolli	Independent
Mrs. Sneha Dev	Executive

* Resigned w.e.f. 30-06-2025.

Three meetings of the Committee were held during the year under review on 22-06-2024, 11-11-2024, 12-02-2025 and were attended by all the members of the Committee.

Your Company has framed, developed and implemented Risk Management Plan, pursuant to the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee frames, implements and monitors the risk management plan for the Company. Identification of elements of risk and their mitigation are discussed in the meeting. In the opinion of the Committee there is no element of risk which may threaten the existence of the Company.

Corporate Social Responsibility

The Corporate Social Responsibility of the Board comprised of the following Directors:

Name of the Director	Category of Directorship
Mr. Ramesh Katti (Chairman)*	Non-Executive
Mr. Kush Katti	Executive
Mrs. Pratibha Munnolli	Independent
Mr. Vishnukumar Kulkarni #	Independent

* Resigned w.e.f. 10-06-2024. # Appointed w.e.f. 22-06-2024.

Compliance Officer

Ms. Priya Dedhia is appointed as the Company Secretary & Compliance Officer of the Company.

Address: Bellad-Bagewadi, Taluka-Hukkeri,
District- Belgaum- 591305, Karnataka, India.

Telephone No.: +91 8333 251251 Fax No.: +91 8333 251322

During the year under review, no resolution was passed through postal ballot process. No resolution is proposed to be passed through postal ballot.

Means of Communication Quarterly Results

The quarterly financial results are submitted to the stock exchanges within the prescribed time and also hosted on the Company's website at www.vsil.co.in.

Newspaper & Official News Releases

The Company's quarterly results and all official news releases are published in dailies, Financial Express (English), Vijaywani and/or Kannada Prabha (Kannada), sent to the Stock Exchanges and hosted on the Company's website www.vsil.co.in.

Presentations

There were no institutional investors in the Company during the year under review. Therefore, no presentations were required to be made to institutional investors or to the analysts.

Website

The Company's website www.vsil.co.in contains a separate dedicated section 'Investors' where shareholders' information is available.

Annual Report

The Annual Report containing, inter alia, Audited Financial Statements, Reports of the Directors' and Auditors', Management Discussion & Analysis Report and other important information is circulated to all the members of the Company and others entitled thereto, only through electronic mode as per MCA and SEBI Circulars.

The Annual Report is available for download in PDF format on the website of the Company at www.vsil.co.in.

BSE and NSE Corporate Compliance

All periodical compliance filings like shareholding pattern, corporate governance report, media releases, financial statements, reconciliation of share capital audit, are filed electronically to the BSE Limited and National Stock Exchange of India Limited.

SEBI Complaints Redress System (scores)

The Securities and Exchange Board of India (SEBI) has provided a platform wherein the investors can lodge their complaints/grievances. The facility is known as SEBI Complaints Redress System (SCORES) and is available on its website www.sebi.gov.in and on SCORE's website <http://scores.gov.in>. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Email-id

The Company has designated the following email-ids exclusively for investors:

For queries on Annual Report: cs@vsil.co.in

For queries in respect of shares in physical mode: shwetash@bigshareonline.com

GENERAL SHAREHOLDER INFORMATION:

Company Registration Details

The Company is registered under the Companies Act, 1956 on May 2, 1995. The registered office of the Company is situated in the State of Karnataka. The Corporate Identification Number (CIN) of the Company allotted by the Ministry of Corporate Affairs (MCA) is L85110KA1995PLC017730.

Annual General Meeting

The Annual General Meeting (AGM) is scheduled to be held on Wednesday, the 24th day of September, 2025 at the registered office of the Company at Bellad-Bagewadi, Taluka Hukkeri, District Belagavi-591305, Karnataka, India, at 11.30 AM. Particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM.

Financial Year

The financial year of the Company is from 1st April of each year to 31st March of the following year.

Dividend Payment Date

The Board of Directors did not recommend any dividend for the year ended March 31, 2025.

Name and address of the Stock Exchanges

The Company's Equity Shares are listed on

- BSE Limited (BSE) situated at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra, India.
- National Stock Exchange of India Limited (NSE) situated at Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

Stock Codes

ISIN (Equity Shares) in NSDL and CDSL	INE 430N01022
BSE Code	542852
NSE Code	VISHWARAJ

Payment of Listing Fees

Annual Listing Fees for the financial year 2025-26 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited.

Registrar and Share Transfer Agents

Bigshare Services Private Limited

(Unit: Vishwaraj Sugar Industries Limited) E-2 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400072, Maharashtra, India.

Website: <https://www.bigshareonline.com/>

Share Transfer System

Transfer of shares of the Company is permitted only in dematerialised form. SEBI has mandated that the securities of listed companies can be transferred only in dematerialised form w.e.f. April 11, 2019. Accordingly, the Company / its RTA has stopped accepting fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialise their securities for the purpose of effecting transfer of securities.

The transfer of securities held in electronic form is done through the depositories with no involvement of the Company.

Share transmissions are processed and share certificates duly endorsed are delivered within the stipulated time period from the date of lodgment, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transmission, issue of duplicate share certificates and so on of the Company's securities to the Stakeholders' Relationship Committee.

The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within the prescribed time limit from the date of lodgment of the transmission, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the RTA within the stipulated time period.

Outstanding Global Depository Receipts/American Depository Receipts/Warrants/Convertible Instruments

No Global Depository Receipts, American Depository Receipts, Warrants or Convertible Instruments, were outstanding as on March 31, 2025.

Plant location

The Company has a Unit at Bellad-Bagewadi, Taluk Hukkeri, District Belgaum, Karnataka 591305, India. The said Unit is equipped with a Sugar Manufacturing capacity of 11,000 TCD, Distillery of 250 KLPD and 40 MW power generation plant.

The Company is in the process of setting up of new Plant with a capacity of 10,000 TCD, distillery of 100 KLPD and 20 MW power plant at Navage Village, Belagavi District. The Company has received distance certificate from the authority.

Distribution of Shareholding as on March 31, 2025

Range of Equity Shares	No of Share-holders	% to Capital	No. of Shares	% of Share-holders
1-500	124679	78.3347	15667705	7.1927
501-1000	14195	8.9186	11782517	5.4091
1001-2000	8677	5.4517	13342349	6.1252
2001-3000	4712	2.9605	12110576	5.5597
3001-4000	1446	0.9085	5225999	2.3991
4001-5000	1514	0.9512	7253278	3.3298
5001-10000	2143	1.3464	16160744	7.4190
10001 & above	1796	1.1284	136284532	62.5653
Total	159162		217827700	100.0000

Category of Shareholders as on 31.03.2025

Category of Shareholders	No. of Shares	% Holding
Promoters & Promoters Group	63247310	29.04
Alternate Investment Fund	12616304	5.79
Bodies Corporate	5679462	2.61
Public – Individuals & HUF	132436586	60.81
Trusts	100	0.00
Clearing Member	511418	0.23
Non-Resident Indians (NRI)	2454437	1.12
Foreign Portfolio Investor	882083	0.40
Total	217827700	100.00

Dematerialisation of Shares and Liquidity

As at March 31, 2025, equity shares aggregating to 210047700 representing 96.43% of the total equity capital of the Company were held in dematerialized form and the rest in the physical form.

The break-up of equity shares held in dematerialized and physical form as on March 31, 2025 is given below:

Category	Number of Shareholders	Total Shares	Percentage
NSDL	24277	58450506	26.83
CDSL	125448	151597194	69.60
Physical Mode	9437	7780000	3.57
Grand Total	159162	217827700	100.00

Top 10 Shareholders of the Company as on March 31, 2025

Name of Holder	Shares	%
1 Nikhil Umesh Katti	25557195	11.73
2 Neomile Growth Fund - Series I	11494854	5.28
3 Ramesh Vishwanath Katti	6644750	3.05
4 Lava Ramesh Katti	6501375	2.98
5 Jayashree Ramesh Katti	6294000	2.89
6 Kush Ramesh Katti	5725375	2.63
7 Sheela Umesh Katti	5705000	2.62
8 Sneha Nithin Dev	2246000	1.03
9 Imvesta Growth Scheme	1121450	0.51
10 Basavaraj S Uttur	1000000	0.46
Total	72289999	33.19

Address for Correspondence

Shareholders correspondence for queries relating to transfer / dematerialization of shares, payment of dividend and others, should be directed to:

- a. **Bigshare Services Private Limited**
- b. All other queries on Annual Report should be directed to:
Vishwaraj Sugar Industries Limited, Bellad Bagewadi,
Taluka Hukkeri, District Belgaum-591305, Karnataka, India.
Tel No. +91-8333-251251
Fax No. +91-8333-251322
E-mail: info@vsil.co.in
Website: www.vsil.co.in

Commodity Price Risk or Foreign Risk and Hedging Activities

During the year under review, the Company was not exposed to significant Commodity Price Risk or Foreign Exchange Risk and hence there was no need to enter into any Hedging arrangements.

OTHER DISCLOSURES

Materially Significant Related Party Transactions:

During the financial year, no materially significant related party transactions, that may have potential conflict with the interests of the Company at large, have been entered into by the Company. All transactions entered into with the Related Parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis.

Details of Non-Compliance During last Three Years

The Company is in compliance with the requirements of the Stock Exchanges or SEBI or any other statutory authority on all matters related to capital markets, during the year under review.

Vigil Mechanism

The Company has formulated a Vigil Mechanism for directors and employees to report their genuine concerns or grievances pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Audit Committee oversees the Vigil Mechanism.

The vigil Mechanism provides for adequate safeguards against victimization of director(s), employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The policy on Vigil Mechanism may be accessed on the Company's website www.vsil.com.

Compliance with Mandatory Requirements and Adoption of Non-Mandatory Requirements

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations.

The Company has not adopted Non-mandatory Requirements.

Web link for determining Material Subsidiary

The Company did not have any Subsidiary Company, during the financial year 2024-25.

Web link where policy on dealing with related party transactions is disclosed

Web link where policy on dealing with related party transactions is disclosed at www.vsil.co.in under the head 'investors'.

Commodities Price Risk and Hedging Activities

During the year under review, the Company was not exposed to significant Commodity Price Risk and hence there was no need to enter into any Hedging arrangements.

Non-Compliance of Requirement of Corporate Governance

There was no non-compliance of conditions of Corporate Governance during the year under review.

Discretionary Requirements

The Company has not adopted discretionary requirements as specified in Part E of Schedule II to the Listing Regulations.

Compliance with the Corporate Governance

The Company has complied with the corporate governance Requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Sub- Regulation (2) of Regulation 46.

Compliance Certificate from the Auditors regarding compliance of conditions of Corporate Governance is annexed to the Directors Report. Statement of details of compliance is annexed herewith.

Compliance with Code of Conduct

Declaration Regarding Compliance by the Board Members and Senior Management Personnel with the Company's Code of Conduct, signed by the Executive Director stating that members of the Board have affirmed compliance with the Code of Conduct, is annexed herewith.

Senior Management

In accordance with Regulation 16 of the SEBI Listing Regulations the Company's Senior Management consists of the officers and personnel who are members of the core management team and does not include the Board of Directors. It also comprises of all the members of the management one level below the Chief Executive Officer and the Whole-Time Directors and includes the functional heads and the Company Secretary and the Chief Financial Officer of the Company. During the year under review, there is no change in the Senior Management positions of the Company.

Credit Rating

During the year under review ICRA Limited has given credit ratings as [ICRA] BB+ (Stable) for the financial facilities availed by the Company in the form of Long-Term Fund Based Cash Credit & Term Loan and Unallocated Limits.

Recommendation of Committees

All the recommendations made by the Committees were accepted by the Board, which were mandatorily required, during the financial year.

Fees paid to Auditors

The Statutory Auditors, M/s. P. G. Ghali & Co., Chartered Accountants, are paid a Rs. 5.00 lakhs for Audit and Rs. 2.00 Lakhs for other matters.

Demat Suspense Account

In accordance with the requirement of Regulation 34(3) and Schedule V Part F of SEBI Listing Regulations, the Company reports that there were no shares lying in the demat suspense account / unclaimed suspense account.

TENTATIVE FINANCIAL CALENDAR 2024-25

Results for the Quarter Ending

June 30, 2025: On or before August 14, 2025.

September 30, 2025: On or before November 14, 2025.

December 31, 2025: On or before February 14, 2025.

March 31, 2026: On or before May 30, 2026.

Annual General Meeting 2025-26

On or before September 30, 2026.

Book Closure and Record Date

The Register of Members and the Share Transfer Books of the Company shall be closed for the purpose of Annual General Meeting from Friday, September 19, 2025 to Wednesday, September 24, 2025 (both days inclusive).

Record Date for the purpose of Dividend

In view of the losses incurred during the year, the Board of Directors did not recommend any dividend for the year ended March 31, 2025.

Agreements

Disclosure pursuant to Clause 5A of Paragraph A of Part A of Schedule III of SEBI LODR Regulations is hereby made that, during the year under review there were no agreements entered into by the Shareholders, Promoters, Promoter Group Entities, Related Parties, Directors, Key Managerial Personnel, Employees, of the Company, which may impact the management or control of the Company or impose any restriction or create any liability upon the Company.

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

This is to confirm that the Company has adopted a Code of Business Conduct and Ethics for its Board of Directors and Senior Management.

These Codes are available on the Company's website at www.vsil.co.in.

I, Mr. Nikhil Katti - Managing Director of the Company hereby declare that the Members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

Belagavi
August 9, 2025

Sd/-
Mr. Nikhil Katti
Managing Director

Certificate of Non-Disqualification of Directors

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

To,
The Members of
Vishwaraj Sugar Industries Limited
Bellad Bagewadi Taluk,
Hukkeri, District Belgaum 591305,
Karnataka, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Vishwaraj Sugar Industries Limited having CIN L85110KA1995PLC017730 and having registered office at Bellad Bagewadi Taluk, Hukkeri, District Belgaum 591305, Karnataka, India, (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 none of the Directors on the Board of the Company for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of 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: Nashik
Date: August 15, 2025
Membership No. ACS 23151
CP No. 8258
UDIN: A023151G001018860
Peer Review No: 6209/2024

Sd/-
Vinita D. Modak
Practising Company Secretary

Independent Auditors' Certificate Regarding Compliance of Conditions of Corporate Governance

The Members,
Vishwaraj Sugar Industries Limited

1. We, M/s. P. G. Ghali & Co., Chartered Accountants, the Statutory Auditors of Vishwaraj Sugar Industries Limited ('the Company') have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2025, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENTS' RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

OPINION

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2025, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For M/s P.G. Ghali & Co.,
Chartered Accountants
Firm Reg. No. 0110925
P.R.C. No. 013376

Sd/-
CA. Praveen P. Ghali
Partner
M. No.: 215756

UDIN: 25215756BMJNKZ3870

Place: Belagavi
Date: August 9, 2025

Certification by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

The Board of Directors,
Vishwaraj Sugar Industries Limited

We, Mr. Kush Katti - Whole-Time Director and Mr. Sheshagiri H. Kulkarni - Chief Financial Officer of Vishwaraj Sugar Industries Limited to the best of our knowledge and belief, hereby certify that:

- A. We have reviewed financial statements and the cash flow statement of Vishwaraj Sugar Industries Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations..
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the Auditors and the Audit Committee:
 1. that there are no significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company internal control system over financial reporting.

Belagavi
August 9 2025

Sd/-
Kush Katti
Whole-Time Director

Sd/-
Sheshagiri Kulkarni
Chief Financial Officer

Compliance of Corporate Governance Requirements Specified in Regulation 17 to 27 and Regulation 46(2)(b) To (i) of Listing Regulations

Sr. No.	Particulars	Regulation No.	Compliance Status	Compliance observed for the following
1	Board Meeting	17	yes	Composition, Meetings, Review of compliance reports, Plans for orderly succession for appointments, Code of Conduct, Fees / compensation to Non-Executive Directors, Minimum information to be placed before the Board, Compliance Certificate, Risk assessment and management Performance evaluation of Independent Directors.
2	Audit Committee	18	Yes	Composition, Meetings, Powers of the Committee, Role of the Committee and review of information by the Committee.
3	Nomination and Remuneration Committee	19	Yes	Composition, Role of the Committee.
4	Stakeholders Relationship Committee	20	Yes	Composition, Role of the Committee.
5	Risk Management Plan	21	Yes	The provisions of Regulation 21 are not applicable to the company, since it was not among the top 100 listed entities on the basis of market capitalization as at the end of previous year. However, the Board of Directors frame, implement and monitor the risk management plan for the Company.
6	Vigil Mechanism	22	Yes	The Company has formulated a Vigil Mechanism for directors and employees to report their genuine concerns or grievances pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Audit Committee oversees the Vigil Mechanism.
7	Related Party Transactions	23	Yes	Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, Approval including omnibus approval of Audit Committee, Review of Related Party Transactions There were no material Related Party Transactions during the year.
8	Subsidiary Company	24	NA	There is no subsidiary Company.
9	Obligations with respect Independent Directors	25	Yes	Maximum directorships and tenure Independent Directors Meetings Familiarisation programme of Independent Directors.
10	Obligation with respect to Directors and Senior Management	26	Yes	Memberships / Chairmanships in Committees, Affirmation on compliance of Code of Conduct by Directors, Senior Management, Disclosure of shareholding by Non-Executive Directors, Disclosures by Senior Management about potential conflicts of interest.
11	Other Corporate Governance Requirements			Compliance with discretionary requirements, Filing of quarterly compliance report on Corporate Governance.
12	Website	46 (2) (b) to (i)	Yes	Terms and conditions for appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism/Whistle Blower policy Policy on dealing with Related Party Transactions Policy for determining material subsidiaries Details of familiarisation programmes imparted to Independent Directors.

Financial Statements

March 31, 2025

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF
VISHWARAJ SUGAR INDUSTRIES LIMITED,

Report on the Ind AS Financial Statements

We have audited the accompanying Ind As financial statements of **VISHWARAJ SUGAR INDUSTRIES LIMITED ("the Company")** which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and notes to the financial statements, including a summary of the 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, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2005, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the loss and total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1	Allowance for Credit Losses: The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.	Our audit procedures related to the allowance for credit losses for trade receivables and unbilled revenue included the following, among others: We tested the effectiveness of controls over the (1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions (2) completeness and accuracy of information used in the estimation of probability of default and (3) computation of the allowance for credit losses. For a sample of customers: We tested the credit related information used in estimating the probability of default by comparing them to external and internal sources of information. We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.
2	Properties are being held by way of General Power of Attorney: Properties are being held by way of General Power of Attorney in the name of Shri. Mallikarjun Kadayya Pujar, Director of the Company held on behalf of the Company.	According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company. However Some of the Properties

Sr. No.	Key Audit Matter	Auditor's Response
		are being held by way of General Power of Attorney in the name of Shri.Mallikarjun Kadayya Pujar, Ex-Director & Presently CAO of the Company held on behalf of the Company. The details are furnished in the Point.1 in the Annexure-A to the Auditors Report. The title of the such Properties shall be converted in the name of the company by Executing sale deed.
3	Recovery of Advances: The Company has given advances to various parties including Directors in normal course of its operations in compliance with Companies Act, 2013 & Rules there under.	The Company has granted advances to farmer members in its normal course of business during the year which includes the parties covered in the register maintained under section 189 of the Companies Act, 2013 and complied the provisions of rules thereunder. However some of advances which are outstanding since long time shall be recovered along with interest.
4	Obtaining an insurance in the manner prescribed under Payment of Gratuity Act, 1972 : The company has not invested the Gratuity provision made in any manner prescribed under Payment of Gratuity Act, 1972.	As per Sec.4A of Payment of Gratuity Act, 1972 every employer, other than an employer or an establishment belonging to, or under the control of, the Central Government or a State Government, shall, subject to the provisions of sub-section (2), obtain an insurance in the manner prescribed, for his liability for payment towards the gratuity under this Act, from the Life Insurance Corporation of India established under the Life Insurance Corporation of India Act, 1956 (31 of 1956) or any other prescribed insurer..
5	a) Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014: (Audit Trail) The company has implemented the Audit trail during the year. However the Audit trail implementation is not effective and satisfactory.	The company being the manufacturing unit having complex transactions and situated in rural area required more skilled employees to implement Audit trail at major sections and departments. Hence the company is making the honest effort in implementation of Audit trail and will make full fledged implementation in the coming days.
6	Corporate Social Responsibility (CSR): The company has not spent the CSR amount of Rs.34.14 Lakhs during the reporting period.	The company has not spent Rs.34.14 Lakhs as CSR expenses during the reporting period and as per management report it has made provision for the same and decided to spend it in upcoming year.

Emphasis of Matter

As more fully described in Note.... to the standalone financial statements. The scope, duration or outcome of these matters are uncertain. Our opinion is not modified in respect of this matter.

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

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

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

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

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") 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, change in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India, specified under section 133 of the

Actread with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of Ind AS Financial Statement

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

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial 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 standalone 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 standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the act we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”
- g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) of the Act.
- 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 Notes forming part of Ind AS financial statements Refer “notes-48”.
 - ii. The Company did not have any long term contracts including Derivative contracts for which there were any material foreseeable losses;
 - iii. There are no any instances during the audit period wherein the amount is required to be transferred to the ‘Investor Education and Protection Fund’ by the Company.
- iv. i. In our opinion and to the best of our information and according to the explanations given to us, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- ii. In our opinion and to the best of our information and according to the explanations given to us no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
- iii. Based on audit procedure which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause(i) and (ii) contain any material mis-statement.
- i) The company has not proposed any dividend during the year. The unclaimed dividend is transferred to separate account as per provisions of companies act and rules thereunder.
- j) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the company and the company has implemented the Audit trail during the year. However the Audit trail implementation is not effective and satisfactory.
2. As required by Companies (Auditor’s Report) order, 2020, issued by Central Government in terms of Section 143 (11) of the companies Act 2013, we give in the “Annexure A” statement on matters specified in paragraph (3) and (4) of said order

“As per our report of even date”

For, M/s P. G. Ghali & Co.,

Chartered Accountants

FRN: 011092S

P.R.C.No.017013

Sd/-

(CA. Praveen P. Ghali)

Partner

M. No: 215756

UDIN:25215756BMJNGZ8162

Date: 27th May, 2025

Place: Belagavi

ANNEXURE - A TO THE AUDITOR'S REPORT

ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE ON STANDALONE FINANCIAL STATEMENTS OF "VISHWARAJ SUGAR INDUSTRIES LIMITED" FOR THE YEAR ENDING 31st MARCH, 2025.

1. In respect of the Company's fixed Assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to information and explanation given to us the fixed assets have been physically verified by the Management during the year in a phased programme which in our opinion is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
- (c) The company has not revalued its property, plant and equipment or intangible assets during the year.

- (d) To the best of our knowledge, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami transactions (Prohibition) Act, 1988 and rules made thereunder.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company and are deposited with SVC Co-operative Bank Limited, Hubli.. Further Pari-passu agreement is entered by State Bank of India, Bank of India & SVC Bank.

Some of the Properties are being held by way of General Power of Attorney in the name of Shri.MallikarjunKadayyaPujar, the Ex-Director and present OS of the Company held on behalf of the Company. The details are furnished below: (refer note:52)

SI No.	Survey No.	Name of the owner/s	Area		Date of GPA	Document No.	Amount Paid (Rs. in Lakhs)
			Acres	Guntas			
1	204/2A	Shri. Jotiba Bharmanna More	0	20	30.12.2016	508/2016-17	3.00
2	206/A	1. Shri. Narayan Balkrishna Sutar 2. Shri. Chudappa Balkrishna Sutar	0	33	30.12.2016	509/2016-17	5.00
3	206/B	1. Smt. Savitri W/O Yallappa Pawashe 2. Smt. Janabai W/O Dhankalu Gurav 3. Shri. Yallappa S/O Dhakalu Gurav	2	20	14.03.2017	620/2016-17	6.00
4	207/1	1. Smt. Renuka W/O Late Tippanna Talwar 2. Shri. Nagaraj S/O. Tippanna Talwar	0	36	28.12.2018	667/2018-19	8.10
5	206/1	Shri. Rajaram Balappa Chigare	0	33	28.12.2018	670/2018-19	7.43
6	207/1	Shri. Monappa Ganesh Talwar	0	36	28.12.2018	664/2018-19	8.10
7	207/1	1. Smt. Anandi W/O. Late Dudappa Talwar 2. Shri. Pundalik S/O. Dudappa Talwar Talwar 3. Smt. Mayuri W/O. Pundalik Talwar 4. Shri. Bharat S/O. Dudappa Talwar	0	36	28.12.2018	665/2018-19	8.10
8	206/A	1. Shri. Shanlkar Arjun Gurav 2. Shri. Bharna Arjun Gurav 3. Devappa Arjun Gurav	0	30	28.12.2018	655/2018-2019	6.75
9	206/A	Shri. Devappa Kumanna Gurav	0	12	28.12.2018	657/2018-19	2.70
10	207/1	1. Smt. Laxmi W/O. Late Yavagappa Talwar 2. Shri. Pandurang S/O. Yavagappa Talwar 3. Smt. Droupada W/O. Pandurang Talwar 4. Shri. Balu S/O. Yavagappa Talwar	0	36	28.12.2018	663/2018-19	8.10
11	206/A	Shri. Maruti Yallappa Humbarwadi	0	33	28.12.2018	671/2018-19	7.43
12	206/A	Shri. Raghunath Krishna Hurakadli	0	13	28.12.2018	661/2018-19	2.93
13	206/A	1. Shri. Jayram Kallappa Patil 2. Smt. Madhu Jayram Patil 3. Smt. Sushma Madhu Patil 4. Shri. Pundalik Jayram Patil	1	5	28.12.2018	659/2018-19	10.13

14	206/B	Smt. Yeshodha Parashuram Gawade	0	26	28.12.2018	656/2018-19	5.85
15	206/A	Shri. Ravalu Shankar Motankar	0	13	28.12.2018	672/2018-19	2.93
16	206/A	Shri. Narayan Krishna Yallurkar	1	0	28.12.2018	660/2018-19	9.00
17	207/1	Shri. Babu Basawant Talwar	0	36	28.12.2018	662/2018-19	8.10
18	206/A	Shri. Babu Somanna Motankar	1	0	28.12.2018	668/2018-19	9.00
19	206/A	Shri. Rajaram Vasu Golyalkar	1	10	09/07/2021	00152/21-22	3.75
20	206/A	Shri. Mallppa Vasu Golyalkar	2	25	09/07/2021	00153/21-22	7.50
21	206/A	Shri. Govind Vasu Golyalkar	1	10	09/07/2021	00154/21-22	3.75
22	206/A	Shri. Nago Somanna Motankar	1	10	09/07/2021	0155/21-22	3.75
23	206/A	Shri. Rama Yallappa Gavali	1	10	09/07/2021	0156/21-22	3.75
24	206/A	Shri. Gangaram Tanji Gavali	2	20	09/07/2021	0157/21-22	7.50
25	206/A	Shri. Jayram Kumanna Gurav	2	0	09/07/2021	0158/21-22	6.00
26	206/A	Shri. Marutirao @Maruti Somanna @Somanath Motankar	1	10	09/07/2021	0160/21-22	3.75
27	206/A	1. Smt. Anandabai W/O. Late Narayan Sutar 2. Shri. Pandu S/O Narayan Sutar 3. Smt. Pooja W/O Pandu Sutar 4. Shri. Vishwanath S/O. Narayan Sutar 5. Smt. Laxmi W/O. Vishwanath Sutar 6. Smt. Vaishali W/O Suresh Kammar	1	11	09/07/2021	00161/21-22	3.83
28	206/A	1. Shri. Gangaram S/O. Late Kallappa Patil 2. Smt. Renuka W/O. Gangaram Patil	0	25	12/07/2021	00171/21-22	1.50
29	206/A	Shri. Yallappa Nagappa Gurav	0	27	12/07/2021	00172/21-22	2.03
30	206/A	1. Shri. Parashram Gavadu Patil 2. Smt. Malu W/O. Parashuram Patil 3. Smt. Deepa W/O. Dinesh Bilagoji	0	20	12/07/2021	00173/21-22	1.50
31	206/A	Shri. Dashrath Yallappa Chigare	0	23	12/07/2021	00174/21-22	1.73
32	206/A	Shri. Khirappa Devappa Sutar	0	35	12/07/2021	00176/21-22	2.63
33	206/A	Smt. Laxmi W/O.Vasant Sutar Shri. Devendra S/O.Late Vasant Sutar Smt. Rekha W/O. Devendra Sutar	0	34	12/07/2021	00177/21-22	2.55
34	206/A	Shri. Madhu @ Madhukar Dattu Sutar	0	32	12/07/2021	00178/21-22	2.40
35	206/A	Shri. Ramchandra Devappa Sutar	0	32	12/07/2021	00180/21-22	2.40
36	206/A	1. Shri. Jayaram S/O.Late Kallappa Patil 2. Shri. Baban S/O Jayaram Patil 3. Rekha W/O. Baban Patil	0	24	12/07/2021	00181/21-22	1.80
37	206/A	1. Smt. Parvati W/O Babu Sutar 2. Smt. Punam W/O Parasuram Sutar 3. Shri. Parthamesh S/O Parasuram Sutar	0	25	12/07/2021	00182/21-22	1.88
38	206/A	Shri. Basavanni Irappa Chigare	2	20	24/09/2021	00417/21-22	10.25
39	204*/1	Shri. Prabhakar Arjun Jadav Shri. Balakrishna Arjun Jadhav	2	20	27/10/2021	00475/21-22	10.55
40	206/A	1. Shri. Kallappa Shivappa Patil 2. Yallappa S/O Gavadu Patil	3	30	30/11/2021	00527/21-22	11.65
41	206/A	Shri. Somanath Shivaji Sutar	2	24	30/11/2021	00528/21-22	10.25

42	206/A	1. Shri. Ravalu Shankar Motankar 2. Smt. Deepa W/O Ravalu Motankar 3. Mr. Rutik D/O Ravalu Montankar 4. Master Sandesh S/O Ravalu Montankar	0	27	14/02/2025	00767/21-22	2.03
43	207/7	Shri. Yallappa Nagappa Gurav	0	20	15/02/2025	00771/21-22	1.50
44	206/A	Shri. Gavadu Kallappa Patil	0	30	18/02/2025	00785/21-22	1.95
45	206/A	Shri. Maruti Somanna Yallurkar	0	25	25/02/2025	00811/21-22	6.06
46	204*/1	1. Smt. Shobha Dashrut Biraje 2. Shri. Prabhakar Dasharat Biraje	1	13	25/02/2025	00812/21-22	12.56
47	206*/A	1. Shri. Mallavva W/O Dhakalu Hurakadli 2. Shri. Monappa S/O Dhakalu Hurakadli 3. Shri. Laxman S/O Dhakalu Hurakadli 4. Shri. Ramappa S/O Shakalu Hurakadli	0	25	28/02/2025	00817/21-22	6.07
48	206/A	Shri. Mallappa @ Yallappa Somanna Yallurkar	0	26	16.03.2025	00886/21-22	6.06

- (a) According to the information and explanation given to us the inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable.
- (b) In our opinion the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) Company is maintaining proper records of inventory and there is no material discrepancies noticed on physical verification.
- (d) The Company has been sanctioned working capital limits in excess of Rs. 5 crores by banks during the year. The quarterly returns or statements filed by the company with banks are in agreement with the books of account of the Company.
2. The Company has not made investment, or security or granted any loans to companies, firms, Limited Liability Partnerships or other parties except for the corporate guarantee towards the Harvesting and Transportation Loan sanctioned to Sugarcane Harvesting & Transportation contractors from banks to the extent of Rs.74.50 Crores & Rs.35.00 Crores who are in agreement with the company for Harvesting & Transportation contract which is done in the normal course of business.
3. The Company has not granted any advances during the year to parties covered in the register maintained under section 189 of the Companies Act, 2013 except the purchase advances mentioned in Note:32 which are in compliance with the said section.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans and not made any investments, security & guarantees covered under section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and explanation given to us, the company has not accepted Deposits from public hence the directives issued by the

Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for maintenance of cost records prescribed under section 148(1) 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 same. And the same have been audited by independent cost auditor.

7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Value added Tax, GST, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanations given to us, the following amounts payable in respect of statutory dues were in arrears due to disputes as at 31-03-2025 for a period of more than six months from the date they became payable:

Sl. No.	Particulars	Amount (in lakhs)
1	Central Excise, Belgaum Show Cause Notice	486.62
2	Central Excise, Bangalore (Appeals)	736.54
3	High Court, Karnataka, Appeal for Sugar Cess	252.80
4	Appellate Authority (GST) Office of Joint Commissioner of Commercial Taxes, Belagavi	143.90

8. According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanation given to us the company has not defaulted in repayment of dues to any financial institutions.
10. a) The Company has not defaulted in repayment of loans or borrowings or in interest to any lender.
b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
c) In our opinion, the term loans were applied for the purpose for which the loans were obtained.
d) In our opinion, funds raised on short term basis have not been utilised for long term purposes.
e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
11. Based upon the audit procedures performed and the information and explanations given by the management, opinion, the no money is raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purpose for which those were raised. The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. However the company has issued the Equity shares of worth Rs.601 Lakhs by way of issue to Qualified Institutional buyers (QIB).
12. Based upon the audit procedures performed and the information and explanations given by the management, we report that :
a) No fraud by the Company or any fraud on the Company has been noticed or reported during the year.
b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
c) No whistle-blower complaints had been received by the Company during the year.
However company has informed us regarding the closure of all Investor complaints Based on the letter received from 'Big Share Services Pvt. Ltd.' Being the RTA we do here by clarify that the queries raised to the investor complaints have been resolved.
13. In our opinion, the Company is not a Nidhi Company as defined in section 406 of the Companies Act, 2013. Therefore, the provisions of clause 71(a),(b) & (c) of the Order are not applicable to the Company.
14. According to information and explanations given to us and on the basis of our examination of the books of account, records, and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Companies Act. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements. (refer note.32 to the Financial Statements)
15. The Company has an internal audit system commensurate with the size and nature of its business and the reports of the Internal Auditors for the period under audit were considered by us.
16. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
17. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) The Group does not have not more than one CIC as part of the Group.
18. The company has incurred cash loss of Rs.20.91 crore during the financial year and cash profit of Rs.30.40 crore in the immediately preceding financial year.
19. There has been no resignation of the statutory auditors during the year.
20. On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date.
21. The Company was liable to make Rs.34.14 Lakhs as Corporate Social Responsibility expenditure as per company's act, 2013 during the reporting period. However the company has not spent Rs.34.14 Lakhs as CSR expenses during the

reporting period and as per management report it has made provision to spend the same in upcoming year..

22. The company is not required to prepare Consolidated financial statement and hence this clause is not applicable.

“As per our report of even date”
For, M/s P. G. Ghali & Co.,
Chartered Accountants
FRN: 011092S
P.R.C.No.017013

Date: 27th May 2025
Place: Belagavi

Sd/-
(CA. Praveen P. Ghali)
Partner
M. No: 215756
UDIN:25215756BMJNGZ8162

ANNEXURE (B)

TO THE AUDITOR'S REPORT OF EVEN DATE ON STANDALONE FINANCIAL STATEMENTS OF “VISHWARAJ SUGAR INDUSTRIES LIMITED” FOR THE YEAR ENDING 31st MARCH, 2025.

REPORT ON INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB SECTION 3 OF SECTION 143 OF COMPANIES ACT, 2013.

We have audited the internal financial controls over financial reporting of “**VISHWARAJ SUGAR INDUSTRIES LIMITED**” as of March 31, 2025 in conjunction with our audit of the standalone 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 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.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial

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

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or

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

Opinion

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

"As per our report of even date"

For, M/s P. G. Ghali & Co.,

Chartered Accountants

FRN: 011092S

P.R.C.No.017013

Date: 27th May, 2025

Place: Belagavi

Sd/-

(CA. Praveen P. Ghali)

Partner

M. No: 215756

UDIN:25215756BMJNGZ8162

Audited Balance Sheet as at 31st March, 2025

(Rs. in Lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-Current Assets			
Property plant and Equipment	2	27647.06	28664.69
Capital Work Inprogress	2	20100.72	12429.31
Intangible assets		0.00	0.00
Financial assets			
Investments	3	130.77	130.77
Other financial assets	4	372.15	372.25
Deferred tax Assets (net)	14	0.00	0.00
Other non current assets	5	0.00	0.00
		48250.69	41597.02
Current assets			
Inventories	6	23585.30	27653.31
Financial assets			
Investments	3	0.00	0.00
Trade receivables	7	2990.00	4063.85
Cash and cash equivalent	8	959.33	119.27
Other Bank Balances	9	10.00	0.00
Other financial assets	4	0.37	0.00
Other current assets	5	6057.23	6483.25
		33602.23	38319.68
		81852.93	79916.70
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	4356.55	3755.60
Other Equity	11	23691.28	23073.52
		28047.84	26829.12
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	12	12483.53	7465.68
Long Term Provisions	13	463.02	331.51
Deferred tax liabilities (net)	14	4261.30	3665.65
Other non-current liabilities	15	0.00	0.00
		17207.85	11462.84
Current liabilities			
Financial Liabilities			
Borrowings	12	26568.34	29086.39
Trade payables	16	4638.92	9790.85
Other financial liabilities	17	4778.73	1169.63
Other current liabilities	15	545.21	552.34
Provisions	18	66.03	1025.55
		36597.23	41624.74
TOTAL		81852.93	79916.70

The accompanying notes 01 to form an integral part of the financial statements.

"As per our report of even date"

For M/s. P. G. Ghali & Co.,

Chartered Accountants

FRN.011092S

P.R.C.No.017013

(CA. Praveen P. Ghali)

Partner

M.No: 215756

UDIN:25215756BMJNGZ8162

Place: Belgaum.

Date: 27-05-2025

For and on behalf of Board

(Nikhil U. Katti)

Managing Director

DIN.02505734

(Sheshagiri H. Kulkarni)

Chief Financial officer

(Kush R Katti)

Wholetime Director

DIN.02777189

(CS. Priya Dedhia)

Company Secretary

Audited Statement of Profit & Loss Account for the year ended 31st March, 2025

(Rs. in Lakhs)

Particulars	Notes	March 31, 2025	March 31, 2024
Income			
Revenue from operations	19	45391.89	54970.30
Other income	20	763.08	250.21
Total Revenue		46154.97	55220.51
Expenses			
Cost of materials consumed	21	31776.88	36551.77
Changes in inventories	22	3999.30	2708.59
Other Manufacturing expenses	23	4333.67	4867.14
Excise and Service Tax	-	0.00	0.00
Employee benefits expense	24	2278.63	2064.87
Finance costs	25	3426.97	3049.61
Depreciation and amortization expense	2	1611.28	1590.54
Other expenses	26	1834.90	2159.64
Total Expenses		49261.63	52992.16
Profit before tax		(3106.67)	2228.35
Tax expense			
(1) Current tax		0.00	630.08
(2) Deferred tax		595.66	148.51
Profit/ (Loss) for the year		(3702.33)	1449.76
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss		-78.89	10.86
Tax on items that will not be reclassified to profit or loss		-	(3.68)
Items that will be reclassified to profit or loss:			
Tax on items that may be reclassified to profit or loss		0.00	0.00
Items that may be reclassified subsequently to profit or loss		0.00	0.00
Total other comprehensive income/(loss) for the year, net of tax		-	-
Total comprehensive income for the year		(3781.22)	1456.94
Earnings per share:			
Basic earnings per share of 2/-each		(1.74)	0.78
Diluted earnings per share of 2/- each		(1.74)	0.78

The accompanying Significant accounting policies and notes form an integral part of the financial statements.

"As per our report of even date"

For M/s. P. G. Ghali & Co.,

Chartered Accountants

FRN.011092S

P.R.C.No.017013

(CA. Praveen P. Ghali)

Partner

M.No: 215756

UDIN:25215756BMJNGZ8162

Place: Belgaum.

Date: 27-05-2025

For and on behalf of Board

(Nikhil U. Katti)

Managing Director

DIN.02505734

(Sheshagiri H. Kulkarni)

Chief Financial officer

(Kush R Katti)

Wholetime Director

DIN.02777189

(CS. Priya Dedhia)

Company Secretary

Cash Flow Statement for the year ended 31st March, 2025

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024
Cash Flows from Operating Activities		
Net profit before tax	(3,106.67)	2,228.36
Adjustments for :		
Depreciation and amortization expense	1,611.28	1,590.54
Finance Cost	3,426.97	3,049.61
Dividend Income	(6.55)	(6.55)
(Profit)/Loss on sale of assets	0.00	0.00
Operating profit before working capital changes	1925.03	6,861.97
Movements in Working Capital		
(Increase)/Decrease in Trade Receivables	1073.84	266.39
(Increase)/Decrease in Other financial assets	(0.27)	82.07
(Increase)/Decrease in Inventories	4068.01	2,651.97
(Increase)/Decrease in Other Current Assets	426.02	445.24
(Increase)/Decrease in Other Non Current Assets	0.00	0.00
Increase/(Decrease) in Trade Payables	(5151.93)	3,653.73
Increase/(Decrease) in Other financial liabilities	3609.10	743.51
Increase/(Decrease) in Other Current liabilities	(7.13)	20.12
Increase/(Decrease) in Long Term Provisions	131.51	38.58
Increase/(Decrease) in Short Term Provisions	(1038.40)	440.00
Changes in Working Capital	3110.75	8,341.62
Cash generated from operations	5035.79	15,203.58
Interest received on Deposits		
Direct Taxes Paid	-	(630.08)
Net Cash from operating activities (A)	5035.79	14,573.50
Cash flows from Investing Activities		
Dividends Received	6.55	6.55
Purchase of Fixed Assets (Including CWIP)	(8265.06)	(12,587.69)
Sale of Fixed Assets	-	112.25
Purchase/Sale of Investment	0.01	0.00
Net Cash used in Investing Activities	(8258.51)	(12,468.89)
Cash flows from/(used in) Financing Activities		
Proceeds from Long term borrowings	6,176.14	(699.67)
Repayment/(Proceeds) of/from Short-term borrowings	(3676.34)	1,692.88
Interest paid	(3426.97)	(3,049.61)
Dividend Paid	-	(187.78)
Proceedings from Share Issue	600.95	0.00
Premium on Share Issue	4398.98	0.00
Net Cash used in Financing Activities	4072.77	(2,244.18)
Net Increase/(Decrease) in cash and cash equivalents	850.05	(139.57)
Cash and Cash equivalents at the beginning of the year	119.27	258.84
Cash and Cash equivalents at the ending of the year	969.32	119.27
	(0.00)	(0.00)

Notes :-

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard on "Cash Flow Statements".(Ind AS-7)
- The accompanying notes are an integral part of the financial statements.
- Ind AS 7 cash flow requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liability arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet disclosure requirement.

Particulars	As at 31 st March, 2024	Cash flows	As at 31 st March, 2025
Borrowings - Non Current (Excl. of Current Maturities of Long term Debt)	7,466	5,018	12,484
Borrowings - Current (Incl. of Current Maturities of Long term Debt)	29,086	-2,518	26,568

1 A) Components of cash & cash equivalents	As at 31 st March, 2025	As at 31 st March, 2024
1. Cash on hand	14.71	6.50
2. Cheques on hand	0.00	0.00
3. Balances with banks		
- In Current accounts	894.69	81.29
- Unclaimed (Unpaid) Dividend Bank Account	49.93	31.48
- Margin Money Deposit Accounts (against Bank Guarantees)	10.00	0.00
Cash & cash equivalents as above	969.32	119.27

"As per our report of even date"

For M/s. P. G. Ghali & Co.,

Chartered Accountants

FRN.011092S

P.R.C.No.017013

(CA. Praveen P. Ghali)

Partner

M.No: 215756

UDIN:25215756BMJNGZ8162

Place: Belgaum.

Date: 27-05-2025

For and on behalf of Board

(Nikhil U. Katti)

Managing Director

DIN.02505734

(Sheshagiri H. Kulkarni)

Chief Financial officer

(Kush R Katti)

Wholetime Director

DIN.02777189

(CS. Priya Dedhia)

Company Secretary

Segment Information for the year ended 31.03.2025

(Rs. in Lakhs)

Particulars	Year ended	
	31.03.2025 (Audited)	31.03.2024 (Audited)
1. Segment revenue		
Income from Operations		
(a) Sugar	27,734.32	30,847.68
(b) Co-generation	2,440.33	4,269.07
(c) Distillery	13,632.48	17,844.45
(d) IML	-	-
(e) Vinegar Unit	1,686.23	1,995.23
Other operating income		
(a) Others	2.80	13.87
(b) Unallocable revenue	-	-
Less: Inter segment revenue	-	-
Income from operations (net)	45,496.16	54,970.30
2. Segment Results		
(a) Sugar	(10,841.01)	(9,941.40)
(b) Co-generation	677.54	2,095.14
(c) Distillery	9,661.48	12,445.14
(d) IML	163.49	112.35
(e) Vinegar Unit	1,077.32	1,569.50
Less: Unallocable (expenditure)/revenue:		
(a) Finance Costs	3,426.97	3,049.61
(b) Other expenditure (net of other income)	418.51	1,002.75
Profit before tax	(3,106.66)	2,228.36
3. Segment Assets		
(a) Sugar	33,587.21	37,397.20
(b) Co-generation	6,258.24	7,550.28
(c) Distillery	35,908.38	28,931.02
(d) IML	317.26	323.56
(e) Vinegar Unit	2,213.05	2,589.42
(f) Un-allocable	3,568.78	3,125.22
Total assets	81,852.93	79,916.70
4. Segment liabilities		
(a) Sugar	32,427.20	40,845.43
(b) Co-generation	264.86	-
(c) Distillery	12,905.60	1,500.00
(d) IML	-	-
(e) Vinegar Unit	107.03	-
(f) Un-allocable	36,148.24	37,571.27
Total liabilities	81,852.93	79,916.70

"As per our report of even date"

For M/s. P. G. Ghali & Co.,

Chartered Accountants

FRN.011092S

P.R.C.No.017013

(CA. Praveen P. Ghali)

Partner

M.No: 215756

UDIN:25215756BMJNGZ8162

Place: Belgaum.

Date: 27-05-2025

For and on behalf of Board

(Nikhil U. Katti)

Managing Director

DIN.02505734

(Sheshagiri H. Kulkarni)

Chief Financial officer

(Kush R Katti)

Wholetime Director

DIN.02777189

(CS. Priya Dedhia)

Company Secretary

Statement of changes in equity

Name of the company
Statement of changes in equity for the period ended 31.03.2025

2024-24

(Rs. in Lakhs)

Equity share capital	Opening balance as at 01/04/2024	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01/04/2024	Changes in equity share capital during the year	Closing balance as at 31/03/2025
21,78,27,700 Equity Share of Rs.2/- each fully paid up (Opening 18,77,80,000 Equity Share of Rs.2/- each fully paid up)	3,756	-	3,756	601	4,357
	3,756	-	3,756	601	4,357

Particulars	Retained Earnings	General Reserve	Capital Reserve	Acturial	Total Equity
Balance as at 1/4/2024	19,986.13	-	2,966.39	120.97	23,073.49
Profit for the year	(3,702.33)	-	4,398.98	-	696.65
Actuarial gain/(loss) on post-employment benefit obligations, net of tax benefit	-	-	-	(78.89)	(78.89)
Balance as at 31/03/2025	16,283.81	-	7,365.37	42.08	23,691.28

2023-24

(Rs. in Lakhs)

Equity share capital	Opening balance as at 01/04/2023	Changes in Equity Share Capital due to prior period errors	Restated balance as at 01/04/2023	Changes in equity share capital during the year	Closing balance as at 31/03/2024
18,77,80,000 Equity Share of Rs.2/- each fully paid up	3,756	-	3,756	3,756	3,756
	3,756	-	3,756	3,756	3,756

Particulars	Retained Earnings	General Reserve	Capital Reserve	Acturial	Total Equity
Balance as at 1/4/2023	18,724.16	-	2,966.39	113.78	21,804.34
Profit for the year	1,449.78	-	-	-	1,449.78
Actuarial gain/(loss) on post-employment benefit obligations, net of tax benefit	-	-	-	7.18	7.18
Interim Dividend Paid	187.78				187.78
Proposed Dividend*	(375.56)				(375.56)
Balance as at 31/03/2024	19,798.37	-	2,966.39	120.97	23,073.52

* Dividend has been proposed by the board @ 10% of the Paid up share capital and subjected to approval by the shareholders in the Annual general meeting.

Note 1. Overview and Notes to the Financial Statements

1.1. Company overview:

Vishwaraj Sugar Industries Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at BelladBagewadi, Taluka Hukkeri, Belgaum – 591305, Karnataka, India. The company's operations comprises of Production of sugar, alcoholic spirits by distillation including ethanol, blending and bottling of Indian made foreign liquor (IMFL), vinegar and generation of power.

These financial statements have been prepared using presentation and disclosure requirements of the Schedule III of Companies Act 2013 in conformity with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India

1.2. Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year figures reported in this statement.

1.3. Use of estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 1.4. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the

Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4. Critical accounting estimates and judgments

Revenue Recognition:

The Company recognizes revenue from Sale of Goods when it transfers the property in Goods to the buyer for a price or all significant risks and rewards of ownership has been transferred to the buyer and no significant uncertainty exists as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. Sales have been stated exclusive of Excise Duty (except IMFL sales) and GST. Other revenue is recognized only when it is reasonably certain that the ultimate collection will be made. The same is in compliance with Ind AS-18 to the extent applicable.

1.5. Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on reference with Schedule-II to the Companies act, 2013 and historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

1.6. Leases

Interests in leasehold land are recorded and classified as operating leases or finance leases as per set definition and classification criteria. An important consideration is that the land has an indefinite economic life. Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset. Short-term leases

and leases of low-value assets are expensed on a straight-line basis

1.7. Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and it operates. In calculating expected credit loss, the Company has also considered related credit information for its customers to estimate the probability of default in future.

1.8. Income taxes:

The company has made Provision for Current taxes as per sec.115BAA tax rate as per Income tax act,1961 during the year. The option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognized provision for the income tax for the year ended 31.03.2024.

In assessing the realizability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

1.9. Inventories:

Inventories of main Finished goods are valued at the lower of cost or net realizable value. Cost is determined using the FIFO method. Cost includes all expenses incurred in bringing the inventory to its present location and condition. Bye products are valued at Net realizable value in compliance with IndAs 2.

1.10. Employee Benefits:

- **Short-term benefits:** Recognized as an expense when the related services are rendered.
- **Defined Contribution Plans:** Contributions are recognized as expense in the year in which services are rendered.
- **Defined Benefit Plans:** Gratuity is accounted for on the basis of actuarial valuation using the projected unit credit method at the end of each reporting period.

1.11. Borrowing costs :

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized. Other borrowing costs are expensed in the period in which they are incurred.

1.12. Provisions and Contingent Liabilities

Provisions are recognized when the Company has a present obligation as a result of past events, and it is probable that an outflow of resources will be required. Contingent liabilities are disclosed unless the possibility of an outflow is remote.

1.13. Foreign Currency Transactions

Transactions in foreign currencies are initially recorded at the exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the reporting date exchange rates. Exchange differences are recognized in the Statement of Profit and Loss.

2. Property, plant and equipment

(Rs. in Lakhs)

Particulars	Gross carrying value			Accumulated depreciation / impairment					Net carrying value	
	As at 1 April 2024	Additions	Disposals	As at 31 March 2025	As at 1 April 2024	For the year	Impairment for the year	Disposals	As at 31 March 2025	As at 31 March 2024
Land	742.61	-	-	742.61	-	-	-	-	742.61	742.61
Factory Buildings	6,132.30	71.18	-	6,203.49	1,491.84	228.63	-	-	4,483.01	4,640.46
Other Building	3,274.67	64.47	-	3,339.14	424.14	54.82	-	-	2,860.18	2,850.53
Plant and equipment	28,798.27	455.41	-	29,253.68	8,753.32	1,268.15	-	-	19,232.21	20,044.95
Vehicles	551.77	-	-	551.77	234.14	44.26	-	-	273.37	317.63
Office Equipment	109.80	1.43	-	111.23	69.21	10.96	-	-	31.05	40.58
Furniture & Fixtures	97.71	1.16	-	98.86	69.79	4.46	-	-	24.62	27.92
	39,707.12	593.65	-	40,300.77	11,042.44	1,611.28	-	-	12,653.71	28,664.69
Capital Work in Progress	12,429.31	7,671.41	-	20,100.72	-	-	-	-	20,100.72	12,429.31
Total	52,136.44	8,265.06	-	60,401.49	11,042.44	1,611.28	-	-	47,747.78	41,094.00

Note: Depreciation is calculated as per schedule II of Companies act, 2013.

(Rs. in Lakhs)

Particulars	Gross carrying value			Accumulated depreciation / impairment					Net carrying value	
	As at 1 April 2023	Additions	Disposals	As at 31 March 2024	As at 1 April 2023	For the year	Impairment for the year	Disposals	As at 31 March 2024	As at 31 March 2023
Land	742.61	-	-	742.61	-	-	-	-	742.61	742.61
Factory Buildings	6,071.37	60.93	-	6,132.30	1,268.84	223.00	-	-	4,640.46	4,802.53
Other Building	3,274.67	-	-	3,274.67	370.34	53.80	-	-	2,850.53	2,904.33
Plant and equipment	28,556.51	467.95	226.19	28,798.27	7,624.80	1,246.72	-	118	20,044.95	20,931.71
Vehicles	589.20	24.67	62.09	551.77	240.25	51.73	-	57.84	317.63	348.95
Office Equipment	103.56	6.24	-	109.80	58.26	10.95	-	-	40.58	45.30
Furniture & Fixtures	97.18	0.53	-	97.71	65.44	4.35	-	-	27.92	31.74
	39,435.10	560.31	288.28	39,707.12	9,627.93	1,590.54	-	176.03	28,664.68	29,807.16
Capital Work in Progress	401.93	12,027.38	-	12,429.31	-	-	-	-	12,429.31	401.93
Total	39,837.03	12,587.69	288.28	52,136.44	9,627.93	1,590.54	-	176.03	41,093.99	30,209.09

* The Capital WIP amount reflected in the Disposal column is actually the amount transferred from Capital WIP to the Respective Capital Assets when capitalised.

3. Investments

(Rs. in Lakhs)

Particulars	2025		2024	
	Current	Non Current	Current	Non Current
Unquoted investments in equity instruments at FVTPL				
Bellad Bagewadi Urban Souhard Sahakari Shares (100 shares of Rs. 10/- each)	-	0.10	-	0.10
BDCC Bank Shares (26128 shares of Rs. 500/- each)	-	130.64	-	130.64
SVC Bank Shares (25 shares of Rs. 500/- each)	-	0.03	-	0.03
Equity Shares Fully Paid-up (unquoted)	-	130.77	-	130.77
Aggregate amount of unquoted investments	-	130.77	-	130.77
Total Investments	-	130.77	-	130.77

4. Other Financial Assets

(Rs. in Lakhs)

Security Deposits	-	372.15	-	372.25
Other Financial Assets	0.37	-	-	-
TOTAL	0.37	372.15	-	372.25

5. Other Non Current Assets and Current Assets

(Rs. in Lakhs)

Deposits/Balances with Statutory Authorities	1,085.83	-	1,275.80	-
Other Current Assets (includes Advances to Suppliers & Services)	4,971.40	-	5,207.45	-
TOTAL	6,057.23	-	6,483.25	-

6. Inventories

(Rs. in Lakhs)

Particulars	Current 2025	Current 2024
Valued at lower of cost and net realisable value.		
- Raw Materials	8,990.60	8,021.19
- Process Stocks	-	-
- Stores & Spares	956.27	1,024.97
- Finished Goods	13,638.44	18,607.15
TOTAL	23,585.30	27,653.31

7. Trade receivables

(Rs. in Lakhs)

Particulars	Current 2025	Current 2024
Trade Receivables		
Unsecured, considered good		
Related Parties		
- Doubtful	-	-
- Other Debts -Good	96.65	126.67
Others		
- Doubtful	-	-
- Other Debts -Good	4,197.73	5,087.53
	4,294.38	5,214.20
Less: Allowances for credit losses	1,304.38	1,150.35
Less: Bad debts Written off	-	-
TOTAL	2,990.00	4,063.85

Trade Receivables Classification

(Rs. in Lakhs)

Particulars	2025	2024
Unsecured		
O/s More than six months		
- Promoter/Promoter group	20.96	17.64
- Others	1,965.32	2,258.48
O/s Less than six months		
- Promoter/Promoter group	75.69	109.03
- Others	2,232.41	2,829.04
	4,294.38	5,214.20

Note: For Ageing schedule of Trade Receivable refer note no.50

8. Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	2025	2024
a) Cash and Cash equivalents		
i) Cash on hand	14.71	6.50
ii) Balances with banks		
- Current Accounts	894.69	81.29
- On Deposit Accounts	-	-
iii) Unclaimed (unpaid) Dividend Bank Account	49.93	31.48
	959.33	119.27

9. Other Bank Balances

(Rs. in Lakhs)

Particulars	2025	2024
b) Other Bank Balances (with restricted use)		
i) Margin Money Deposit Accounts (against Bank Guarantees)	10.00	-
Total	10.00	-

10. Share Capital

(Rs. in Lakhs)

Particulars	2025	2024
Authorized Share Capital		
62,50,00,000 Equity Shares of Rs.2 each*	6000.00	6000.00
(Previous year :30,00,00,000 Equity Shares of Rs.10 each)		
Issued Subscribed and Paid up Share Capital		
21,78,27,700 Equity Share of Rs.2/- each fully paid up*	4356.55	3755.60
(Previous year :18,77,80,000 Equity Shares of Rs.10 each, fully paid up)	4356.55	3755.60
Details of shareholders holding more than 5% shares :	No. of shares	% Holding
1. Nikhil Umesh Katti	2,55,57,195	11.73%
2. NEOMILE GROWTH FUND - SERIES I	1,14,94,854	5.28%
	No. of shares	% Holding
	2,55,57,195	13.61%
	-	-

* The Rs. 10/- face value Equity shares of the company has been sub-divided into Face value of Rs. 2/- per share w.e.f from 22nd october,2021.

10.1 Reconciliation of Number of Shares :

(Rs. in Lakhs)

Particulars	2025	2024
Number of Shares at the beginning of the year	1,877.80	1,877.80
Add : Shares issued during the year	600.95	-
Number of Shares at the end of the year	2,478.75	1,877.80

10.2 Rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.2 /- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

10.3 Shares held by promoters at the end of the year

Promoter Name	No. of Shares	% of total shares	% Change during the year
1 Nikhil Umesh Katti	2,55,57,195	11.73	38.41
2 Sneha Nithin Dev	22,46,250	1.03	-
3 Kush Ramesh Katti	57,25,375	2.63	-
4 Lava Ramesh Katti	65,01,375	2.98	-
5 Jayashree Ramesh Katti	62,94,000	2.89	-
6 Sheela Umesh Katti	57,05,000	2.62	-
7 Ramesh Vishwanath Katti	66,44,750	3.05	-
Total	5,86,73,945		
Promoters Group			
1 Basavaraj S Uttur	10,00,000	0.46	-
2 Satish Mahalingappa Ghuli	5,100	0.00	-
3 Ravindra Shrikant Katti	22,85,672	1.05	-
4 Yuvaraj Chunamure	5,000	0.00	-
5 Ghuli Suhas Mahaling	5,000	0.00	-
6 Abhinandan Dhanapal Khemalapure	12,61,093	0.58	-
7 Ramesh Shiralkar	11,500	0.01	-
8 Padmaja Katti	25,000	0.01	-
Total	45,98,365		

11. Other Equity

(Rs. in Lakhs)

Particulars	2025	2024
Security Premium		
Opening Balance	2,966.39	2,966.39
Add / (Less): Changes during the year	-	-
Add: Premium on share capital	4,398.98	-
Less: Utilized/transfer during the period	-	-
Closing Balance	7,365.37	2,966.39
Profit & Loss A/c		
(i) Opening Balance	19,986.17	18,724.17
Add / (Less): Changes during the year		
Less: Transitional Adjustments		
Deferred Tax on account of IND AS		
Expected Credit Loss		
Finance cost de-recognised based on effective interest cost		
Measurement of Employee benefit at Fair Value		
Actuarial Gain/ (loss) in OCI	42.07	120.96
(ii) Add: Profit for the year	(3,702.33)	1,449.78
Less: Proposed Dividend (@ 10% on paid up capital)	-	375.56
Less: Dividend Distribution Tax	-	-
Add: Proposed Dividend (@ 5% on paid up capital)	-	187.78
Net Profit Transfer to Reserves	(3,702.33)	1,262.00
Closing Balance	16,283.84	19,986.17
	23,691.28	23,073.52

12. Borrowings

(Rs. in Lakhs)

Particulars	2025		2024	
	Current	Non Current	Current	Non Current
Secured Borrowings:				
loans from Banks				
- Term Loans (#1)			12,421.43	7,390.69
- Hypothecation Loans for Vehicles (#2)		62.10		74.99
Working Capital facilities (#3)	23,505.33	-	27,181.66	-
Unsecured Borrowings		-		-
Total	23,505.33	12,483.53	27,181.66	7,465.68
Add: Current Maturities of Long Term Debt	3,063.01	-	1,904.73	
Total	26,568.34	12,483.53	29,086.39	7,465.68

Terms and conditions

#1. Details of Term Loans from Banks are as follows:

Name of the Lender	Date of Sanction	Amount Sanctioned (Rs. in lakhs)	Rate of Interest	Repayment Schedule	Details of Security
Bank of India, Shahapur, Belagavi	16.03.2022	4,428.00	9.25%	Repayable in 48 equal Monthly installments of Rs.108.92 lakhs	2nd Charge on Fixed Assets on Sugar, Cogen & Distillery Unit
SVC Bank Hubli	08.11.2024	5,300.00	11.25%	Repayable in 28 Quarterly installments of Rs.189.30 lakhs.	First Charge on Fixed Assets on Sugar, Cogen & Distillery Unit
The Belagavi District Central Co Operative Bank Ltd, Belagavi (Consortium Loan with Bagalkot DCC Bank) Total Loan is Rs.125.00 Crores, Rs.100.00 Crores BDCC Bank Belagavi and Rs.25.00 Crores DBCC Bank Bagalkot)	31.07.2024	10,000.00	13.00%	Repayable in 28 Quarterly installments of Rs.357.15 lakhs	" Mortgage deed on the leased hold Property R. S. No. 148 A measuring 13 Acres and 28 Guntas situated at BelladBagewadi, Tq: Hukkeri, Dt: Belagavi along with ROC "
Interest Free Loan on conversion of State Purchase Tax into loan by State Govt of Karnataka as per order.	27.03.2025	2,780.77	0.00%	Repayable in 10 yearly installments of Rs.278.07 lakhs	NA

#2. Details of Vehicle Loans from Banks are as follows:

Name of the Lender	Amount Sanctioned (Rs. In lakhs)	Rate of Interest	Repayment Schedule	Details of Security
State Bank of India, ZLX Bolero Loan	-	-	-	-
Bank of India, Innova, Bolero Loan	20.80	9.05%	Repayable in monthly installments of Rs. 0.34 lakhs each	Vehicles
State Bank of India, Carnival Loan	28.00	8.35%	Repayable in monthly installments of Rs. 0.83 lakhs each	Vehicles
Bank of India, Innova Vehicle Loan	42.00	8.25%	Repayable in monthly installments of Rs. 0.66 lakhs each	Vehicles

#3. The Working Capital Loan is in the form of Cash credit from Bank of India, State bank of India & SVC Bank was secured by pledge of sugar and Other Stock and Receivables.

13. Long Term Provisions

(Rs. in Lakhs)

Particulars	2025	2024
Employee Benefits		
Gratuity	463.02	331.51
	463.02	331.51

14. Deffered Tax (Assets)/Liabilities

(Rs. in Lakhs)

Particulars	2025	2024
Opening Balance	3665.65	3517.13
Add : Mat Credit Entitlement	-	-
Less : On account of depreciation & Accumulated Losses	3.77	(3.12)
Less : On account of Provision for gratuity	(36.12)	(7.66)
Less: Accumulated loss c/f now setoff	666.77	204.06
Less:On account of Expected Credit Loss	(38.77)	(44.76)
Less:Reversal of Opening DTA Provision	0.00	0.00
Closing Balance (Assets)/Liabilities	4261.30	3665.65

#refer Note-28

15. Other Non Current Liabilities & Current liabilities

(Rs. in Lakhs)

Particulars	2025		2024	
	Current	Non Current	Current	Non Current
Statutory Dues Payable	258.51	-	309.29	-
Other Payables	286.70	-	243.05	-
Total	545.21	-	552.34	-

16. Trade Payables

(Rs. in Lakhs)

Particulars	2025	2024
Due to Micro & Small Enterprises	632.56	-
Dues to others		
For Others	4770.36	9790.85
Total	4639.92	9790.85

Note:- 1. For Ageing schedule of Trade payable refer note no.51**17. Other financial liabilities**

(Rs. in Lakhs)

Particulars	2025	2024
Trade Deposits & Advances	4453.03	312.03
Other Financial Liabilities	325.70	857.60
Total	4778.73	1169.63

18. Provisions

(Rs. in Lakhs)

Particulars	2025	2024
Gratuity Provision (#refer Note-38)	31.90	19.91
Provision for tax	-	630.08
Proposed Dividend on Equity shares	-	375.56
Provision for CSR Expenses payable	34.14	-
Total	66.03	1025.55

19. Revenue from operations

(Rs. in Lakhs)

Particulars	2025	2024
Sales (Inclusive of Excise duty)	45,391.89	54,970.30
Other Operating Revenue (Export & Buffer stock Subsidy)	-	-
Revenue from operations	45,391.89	54,970.30

20. Other income

(Rs. in Lakhs)

Particulars	2025	2024
Dividend Income	6.55	6.55
Rental Income	189.85	165.44
Insurance Claims and Income	40.84	34.58
Other Non - Operating Income	525.84	43.64
Total	763.08	250.21

21. Cost of materials consumed

(Rs. in Lakhs)

Particulars	2025	2024
Raw Materials Consumed	30,871.02	35,329.33
Stores, Spares, Chemicals & Packing Materials Consumed	905.86	1,222.44
Total	31,776.88	36,551.77

22. Changes in inventories

(Rs. in Lakhs)

Particulars	2025	2024
Raw Material		
Opening	8,021.19	11,781.41
Closing	8,990.60	8,021.19
	969.41	(3760.22)
Work-in-progress		
Opening	-	-
Closing	-	-
	-	-
Stores & Spares		
Opening	-	-
Closing	-	-
	-	-
Finished goods		
Opening	18,607.15	17,555.51
Closing	13,638.44	18,607.15
	4,968.71	(1,051.64)
Total	3,999.30	2,708.59

23. Other Manufacturing Expenses

(Rs. in Lakhs)

Particulars	2025	2024
Processing, Transportation and Other Charges	1,597.57	1,785.60
Power & Fuel	1,584.73	1,396.09
Repairs - Plant & Machinery	1,151.37	1,685.44
Total	4,333.67	4,867.14

24. Employee benefits expense

(Rs. in Lakhs)

Particulars	2025	2024
Salaries and Wages to employees	1,923.01	1,711.99
Contribution to Provident and other Funds	156.54	130.68
Staff Welfare Expenses	199.08	222.20
Total	2,278.63	2,064.87

25. Finance costs

(Rs. in Lakhs)

Particulars	2025	2024
Interest Expense	3,258.18	2,917.37
Other borrowing costs	168.79	132.24
Total	3,426.97	3,049.61

26. Other expenses

(Rs. in Lakhs)

Particulars	2025	2024
Rent	8.12	9.37
Advertisement, Publicity & Sales Promotion	288.55	181.17
Insurance	179.23	196.78
Travelling Expenditure	31.16	30.94
Vehicle Running & Maintenance	261.43	343.84
Printing & Stationery	6.53	8.74
Communication Expenses	11.75	7.75
Legal, Professional & Consultancy Charges	167.09	200.87
Discount, Rebate & Commission on Power sale	197.21	370.54
Loss/(Gain) on Sale / Disposal of Fixed Assets	-	75.79
Freight Charges	12.33	15.93
Donation	2.00	2.00
Licence Fees & Taxes	307.11	246.24
Corporate Social Responsibility Expenses	34.14	30.00
Other Miscellaneous Exp	174.21	261.84
Expected Credit Loss	154.03	177.83
Total	1,834.90	2,159.64

27. Corporate Social Responsibility expenditure

(Rs. in Lakhs)

Particulars	2025	2024
a) Amount required to be spent	34.14	30.00
b) Amount Spent	34.14	30.00

The Company is not liable to Corporate Social Responsibility expenditure as per company's act, 2013 during the reporting period.

28. Tax expenses:**(a) Income tax expense recognised in the statement of profit and loss**

(Rs. in Lakhs)

Particulars	2025	2024
a) Current Tax	0.00	630.08
b) Deferred Tax	595.66	148.51

(b) Deferred tax assets & Liabilities:

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

(Rs. in Lakhs)

Particulars	2025	2024
Deferred tax(assets)/liabilities:		
Property, plant and equipment	-3.77	-3.13
MAT Credit Entitlement	0.00	0.00
Accumulated Losses	-666.77	204.06
43B Disallowances	74.88	-52.42
Net deferred tax (assets)/liabilities	-595.66	148.51

The DTA & DTL of various items has been accounted individually itemwise from FY 2024-25 instead of giving only net effect to the opening balance.same is reflected in note-14.

(c) Income tax expense recognised in other comprehensive income.

(Rs. in Lakhs)

Particulars	2025	2024
a) Tax effect on re measurement of defined benefit obligation	0.00	(3.68)

29. Auditors Remuneration.

(Rs. in Lakhs)

Particulars	2025	2024
a) Audit fees	5.00	5.00
b) For Other Matters	2.00	2.00
TOTAL	7.00	7.00

30. Earnings per Share

(Rs. in Lakhs)

Particulars	2025	2024
Net Profit attributable to equity holders	(3702.33)	1449.77
Weighted average number of equity shares	4356.55	3755.60
Total weighted average number of equity shares outstanding at the end of the year	4356.55	3755.60
Add : Effect of division of face value of equity shares *	-	-
Add: Effect of Bonus Equity shares issued	-	-
Total weighted average number of equity shares outstanding at the end of the year	4356.55	3755.60
Nominal Value per Equity Share*	2	2
Basic EPS (In Rs.)	(0.85)	0.38
Diluted EPS (In Rs.)	(0.85)	0.38

31. Contingent liabilities and commitments.

(Rs. in Lakhs)

Particulars	2025	2024
a) Court Cases (Other than H & T)	1619.86	1814.61
b) Court cases (H & T)	292.33	--
b) Bank Guarantee	100.00	0.00
Total	2012.19	1814.61

* In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

The Honourable court has dismissed the Harvesting and Transportation (H & T Beed) cases to extent of Rs.64.49 lakhs however the company has not yet appealed or written off the amount and same is being continued as receivable for the same and Expected credit loss provision is not being made on the same.

32. Related Parties

In accordance with the provisions of Ind AS 24 “Related Party Disclosures” and the Companies Act, 2013, Company’s Directors, members of the Company’s Management Council and Company Secretary are considered as Key Management Personnel. List of Key Management Personnel of the Company is as below:

2025	2024
Sheela UmeshKatti	Sheela UmeshKatti
Ramesh V Katti	Ramesh V Katti
Nikhil U Katti	Nikhil U Katti
Lava R Katti	Lava R Katti
Kush R Katti	Kush R Katti
Mukesh Kumar	Mukesh Kumar
Mallikarjun J Pujar	Mallikarjun J Pujar
PriyaDedhia	PriyaDedhia
Sheshagiri H. Kulkarni	Sheshagiri H. Kulkarni
SnehaNithin Dev	SnehaNithin Dev
Jayashree R Katti	Jayashree R Katti

**Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits recognised as per Ind AS 19 -Employee Benefit. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above*

The following is a summary of significant related party transactions:

(Rs. in Lakhs)

Name of Related Party	As at 31st March, 2025	As at 31st March, 2024
DIRECTORS REMUNERATION		
Mr.Nikhil Katti	0.00	5.00
Mr. Mukesh Kumar	48.00	48.00
Mr.Kush Katti	42.00	36.00
Mrs.SnehaNithin Dev	30.00	30.00
SALARY		
Mr.Lava Katti	45.50	38.50
Mr.MallikarjunPujar	9.73	8.87
Mr.Sheshagiri Kulkarni	8.83	8.05
Mrs.PriyaDedhia	3.56	3.24
PURCHASES		
Mr.Ramesh V Katti	15.15	21.77
Mrs.Sheela Umesh Katti	62.20	51.19
Mrs.Jayashree R Katti	3.27	33.61
Mr.Nikhil Katti	18.93	52.27
Mr.Lava Katti	76.76	47.12
Mr.Kush Katti	119.79	50.02
Mr.MallikarjunPujar	1.73	9.65
DIVIDEND PAID		
Ramesh V. Katti	11.96	0.00
Mrs.Sheela U Katti	10.27	0.00
Mr.Nikhil Katti	46.00	0.00
Mr.Lava Katti	11.70	0.00
Mr.Kush Katti	10.31	0.00
Mr.SnehaNithin Dev	4.04	0.00
Mrs.Jayashree R Katti	11.33	0.00
PURCHASE ADVANCE		
Mr.Nikhil U Katti	40.78	40.78
Mr.Lava R Katti	52.47	52.47
Mr.Kush R Katti	57.24	57.24
LEASE SECURITY DEPOSIT		
Mr.Nikhil Katti	200.00	200.00

**In accordance with the applicable provisions of the Income Tax Act, 1961, the Company is required to use certain specified methods in assessing that the transactions with the related parties, are carried at an arm’s length price and is also required to maintain prescribed information and documents to support such assessment. The appropriate method to be adopted will depend on the nature of transactions / class of transactions, class of associated persons, functions performed and other factors as prescribed. Based on certain internal analysis carried out, management believes that transactions entered into with the related parties were carried out at arm’s length price.*

Associates / Enterprises over which directors and / or their relatives has significant influence

2025	2024
U R Agrofresh Private Limited Vishwaraj Infrastructure Private Limited UK27 Hospitality Services (India) Limited M/s Vishwaraj Developers Vishwaraj Encivil India Private Limited UK Ventures UR Sugar Industries Limited UK Developers	U R Agrofresh Private Limited Vishwaraj Infrastructure Private Limited UK27 Hospitality Services (India) Limited M/s Vishwaraj Developers Vishwaraj Encivil India Private Limited UK Ventures UR Sugar Industries Limited UK Developers

The following is a summary of significant related transactions with the entities having significant influence.

(Rs. in Lakhs)

Name of Related Party	As at 31st March, 2025	As at 31st March, 2024
UR Agro Fresh Private Limited		
Sales during the year	135.02	158.36
Receivables	96.65	126.49
Advances		
Opening Balance o/s	325.00	325.00
Advances given during the year	0.00	0.00
Closing Balance o/s	325.00	325.00
UK 27 Hospitality services (India) Limited		
Sales	1.51	1.66
Receivables	0.00	0.18
TA & DA Expenses	1.38	0.72
TA & DA Payable Outstanding	0.00	0.00

33. Fair value measurements
(i) Financial instruments by category

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2025		For the year ended 31 March 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	130.77	-		130.77
Loans	-	-	-	-
Trade Receivables	2990.00	-	4063.85	-
Cash & Cash Equivalents	969.32	-	119.27	-
Bank Balances other than cash & cash Equivalents	-	-	-	-
Other Financial Assets	372.15	-	372.25	-
Financial Liabilities				
Borrowings	--	39,051.87	--	36,552.06
Trade Payables	4778.73		9790.85	
Other Financial Liabilities	967.77		1169.63	

*Regrouped as per Revised schedule iii.

The management considers that the carrying amount of financial assets and financial liabilities carried at amortised cost approximates their fair value.

34. Earnings/expenditure in foreign currency:**Expenditure in Foreign currency:**

(Rs. in Lakhs)

Particulars	2025	2024
Earnings in Foreign currency		
INR	0.00	27.74
Expenditure in Foreign currency		
- USD	5.37	4.99
- Euro	154.69	45.89

35. Segment Reporting:

The company has identified products wise and unit wise segments i.e. Sugar, Co-generation, Distillery, Vinegar & IML at factory site, respectively of Products & Unit based on return and risk .Hence, the same becomes the reportable segments for the Company. Accordingly, the Company has above operating and reportable segment, the disclosure requirements specified in paragraphs 22 to 30 are made. Accordingly, the Company shall present entity-wide disclosures enumerated in paragraphs 32, 33 and 34 of Ind AS 108.

36. Financial Risk Management:

The Company's activities expose it to a variety of financial risks, including credit risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors, risk management committee and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

A. Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Trade and Other Receivables - The Company uses Expected Credit Loss (ECL) model for assessing the impairment loss on trade and other receivables. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. The provision matrix takes into account external and internal credit risk factors and historical data of credit losses from various customers. The management believes that there is no change in allowance for credit losses for the periods presented.

Financial assets that are neither past due nor impaired

None of the Company's cash equivalents, including term deposits were past due or impaired for the periods presented.

The Company's credit period for customers generally ranges from 30 - 90 days.

B. Market Risks:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term borrowings. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies

C. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of

a change in market interest rates. Further, the Company's investments in deposits is with banks and electricity authorities and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk. However, the management considers the impact of fair value interest rate risk on variable rate borrowings to be immaterial.

37. Capital Management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

(Rs. in Lakhs)

Particulars	2025	2024
Total Debt	39051.87	36552.06
Less: Cash and cash equivalents	959.32	119.27
Net Debt	38092.55	36432.79
Equity Share Capital	4356.55	3755.60
Other Equity	23691.28	23073.51
Total Equity Attributable to Owners	28047.83	26829.11
Net Debt to Equity Ratio	1.36 : 1	1.36 : 1

38. Gratuity

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service up to a maximum of Rs. 20 Lakhs.

(i) The assumptions used in accounting for the gratuity plan are set out as below:

(Rs. in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Future Salary rise	6.75%	7.25%
Discount rate	7.00%	7.00%
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate	5%	5%

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards

The components of gratuity cost recognised in the statement of profit and loss consist of the following:

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current Service Cost	42.10	31.86
Interest cost	25.47	24.07
Gratuity cost recognised in statement of profit and loss	67.57	55.93

Details of the employee benefits obligations and plan assets are provided below:

(Rs. in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Present value of funded obligations	494.92	351.42
Fair value of plan assets	-	-
Net defined benefit liability recognized	494.92	351.42

Details of changes in the present value of defined benefit obligations are as follows:

(Rs. in Lakhs)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Defined benefit obligations at the beginning of the year	351.42	320.96
Current service cost	42.10	31.86
Interest Cost	25.47	24.07
Remeasurement - Actuarial (gain)/loss on obligation	(78.89)	(10.86)
Benefits paid during the year	2.97	14.61
Defined benefit obligations at the end of the period/ year	494.92	351.42

However the company has not invested the Gratuity provision made in any manner prescribed under Payment of Gratuity Act, 1972.

39. Accounting for Goods & Service Tax (GST):

- The GST paid on purchase of Raw-material has been treated as cost of stock and cost of Raw-materials.
- The GST Input Tax Credit (ITC) benefit attributable to acquisition & construction of fixed Assets (other than civil works) is netted against the cost of fixed Assets in accordance with guidance note issued by ICAI and no depreciation is claimed on that part of Assets.
- GST Input Tax Credit (ITC) benefit attributable to purchase of inputs has been reduced from Manufacturing expenses.

During the year the Company has availed the GST Credit and utilized as under.

(In Rs.)

GST CREDIT	Op. Balance (Dr)	Credit	Debit	Cl. Balance (Dr)
1 CGST Credit	3,45,06,172.54	7,20,64,088.00	4,03,74,421.79	28,16,506.33
2 IGST Credit	1,03,10,870.12	11,84,59,570.54	12,36,09,452.42	1,54,60,752.00
3 SGST Credit	3,83,47,997.54	4,16,09,472.00	4,03,74,421.79	3,71,12,947.33
Total GST Credit	1,12,71,373.16	23,21,33,130.54	20,43,58,296.00	5,53,90,205.66

40. Secured Loans:

As on 31.03.2025, the Bank of India GECL Loan outstanding as under

- The Bank of India, Shahapur Branch, Belagavi Rs. 1222.02 Lakhs

As on 31.03.2025, the SVC Co Operative Bank Ltd, Hubli Branch, Hubli Term Loan outstanding as under

- SVC Co Operative Bank Ltd, Hubli Branch, Hubli Rs. 2603.03 Lakhs

As on 31.03.2025, the The BDCC Bank Ltd, Main Branch Belagavi Term Loan(150 KLPD Distillery) outstanding as under

- The BDCC Bank Ltd, Main Branch, Belagavi Rs. 9998.49 Lakhs

The Working Capital Loan in the form of Cash Credit from Bank of India & State Bank of India Cash Credit was secured by pledge of Sugar. The Loan outstanding as on 31.03.2025 is as under.

- Bank of India, Shahapur Branch, Belagavi Rs. 2968.34 Lakhs
- State Bank of India, SME Branch, Belagavi Rs. 7041.70 Lakhs

The Working Capital Loan in the form of Cash Credit Hypothecation from SVC Co-operative Bank is secured by pledge of Other Stocks. The Loan outstanding as on 31.03.2025 is as under.

- SVC Co Operative Bank Ltd, Hubli Branch, Hubli Rs. 5269.28 Lakhs

The Term Hypothecation Loan Details:

Sl.No	Particulars	Rs.in Lakhs	Bank Name
1	Carvinal	14.89	SBI Belagavi
2	Innova	30.05	BOI Belagavi
3	Bolero	17.16	BOI Belagavi

The Term Hypothecation Loan is secured by respective Hypothecation of Vehicles.

The Term Loan Installments due during next 12 months have been included under Short Term Borrowings.

41. Auditors Remuneration:

(In Lakhs)

Sl. No	Particulars	2024-25	2023-24
1	Statutory Audit Fees	5,00,000.00	5,00,000.00
2	For Other Matters	2,00,000.00	2,00,000.00

The above Remuneration is exclusive of GST.

42. i) Distillery Unit:

Sl. No	Particulars	Unit	2024-25	2023-24
a)	Licensed Capacity Rectified Spirit	Ltrs	1,00,000	1,00,000
b)	Installed Capacity Rectified Spirit	Ltrs	1,00,000	1,00,000
c)	Licensed Capacity Neutral Spirit	Ltrs	50,000	50,000
d)	Installed Capacity Neutral Spirit	Ltrs	50,000	50,000
e)	Licensed Capacity Ethanol	Ltrs	1,00,000	1,00,000
f)	Installed Capacity Ethanol	Ltrs	1,00,000	1,00,000

ii) Co-generation Unit:

Sl. No	Particulars	Unit	2024-25	2023-24
a)	Licensed Capacity Electricity	MW	36.4	36.4
b)	Installed Capacity Electricity	MW	36.4	36.4

iii) Sugar Unit:

Sl. No	Particulars	Unit	2024-25	2023-24
a)	Licensed Capacity Sugar Cane	MT	11000	11000
b)	Installed Capacity Sugar Cane	MT	11000	11000

iv) IML Unit:

Sl. No	Particulars	Unit	2024-25	2023-24
a)	Licensed IML Bottling	CB	5,000	5,000
b)	Installed IML Bottling	CB	5,000	5,000

v) Natural Alcoholic Vinegar:

Sl. No	Particulars	Unit	2024-25	2023-24
a)	Licensed	Ltrs	75,000	75,000
b)	Installed	Ltrs	75,000	75,000

Note: The Installed capacity is certified by a Director and being a technical matter same is accepted by the Auditors without verification.

43. Production:

Particulars	Unit	2024-25 Qty	2023-24Qty
Distillery Unit			
Rectified Spirit	KL	7.90	5.73
M. G. Spirit	KL	0.00	0.00
Ethanol(Syrup)	KL	8704.65	8,785.57
Ethanol (B Heavy)	KL	12107.73	20,654.53
Rectified Spirit (B Heavy)	KL	4.63	2,105.46
Co-gen Unit			
Electricity	KWh	7,81,33,800	11,53,87,600
Sugar Unit			
Sugar	Qtls	5,52,900	8,57,200
Molasses (B Heavy)	MT	41,500.00	49,900.00
Bagasse	MT	2,10,430.00	2,71,100.00
Compost	MT	8785.20	12,280.80
Molasses (C Heavy)	MT	1950.08	4,800.00
Syrup	MT	39120.64	22,056.48
Vinegar Unit			
Natural Alcoholic Vinegar	Ltrs	1,08,20,151.00	1,32,36,600.00

44. Turnover

Particulars	Unit	2024-25		2023-24	
		Qty	Value in Lakhs	Qty	Value in Lakhs
Distillery Unit					
Ethanol	KL	21,787.00	13,632.48	28,225.00	17,581.95
Liquid Carbon Di Oxide	KG	15,36,010.00	26.11		51.12
Rectified Spirit (B Heavy)	KL	0.00	0.00	500.00	262.50
Co-Gen Unit					
Electricity	KWh	4,91,05,800	2,336.06	7,51,65,350	4,269.07
Boiler Ash	MT	8887.00	19.61		19.28
Sugar Unit					
Sugar	QTLS	6,93,383	24,949.34	8,70,975.00	30,628.30
Scrap	-		2.80	--	13.87
Compost	Bags	89,566.00	127.95	1,03,773.00	148.25
Mollasses	MT	16595.430	2,442.72	0.00	
Compost	MT	11801.180	168.59	30.470	0.73
Vinegar Unit					
Natural Alcoholic Vinegar	Ltrs	10870084.00	1,686.23	1,30,98,610.00	1,995.23
Total	-		45391.89		54,970.30

Consumption of Raw Materials:

Particulars	Unit	2024-25		2023-24	
		Qty	Value in Lakhs	Qty	Value in Lakhs
Distillery Unit					
Molasses (B Heavy)	MT	41,443.21	6,175.04	71,915.06	10,787.26
Molasses (C Heavy)	MT	2802.22	350.27	--	--
Chemicals	-		139.66	--	209.71
R.S. (Captive)	Ltrs			13,972.80	69.79
M G Spirit L	trs			13,126.30	5.25
Syrup	MT	28,436.32	4,610.53	27,376.88	4,161.12
Co-generation Unit					
Bagasse	MT	2,22,625.00	4,229.88	3,03,002.40	5,757.05
Chemicals	-		67.89		92.65
Sugar Unit					
Sugar Cane	MT	7,44,743.39	29,678.20	9,57,644.59	35,695.33
Chemicals	-		381.88		513.88
Vinegar Unit					
Chemicals	-		46.72	--	52.95
R S Consumption	Ltrs	16,78,000.00	839.00	19,17,000.00	958.50

45. Opening Stock:

Particulars	Unit	2024-25		2023-24	
		Qty	Value in Lakhs	Qty	Value in Lakhs
Distillery Unit					
Rectified Spirit (B Heavy)	Ltrs	2,82,525.10	141.26		
Rectified Spirit (Syrup)	Ltrs	0.00	0.00	1,39,572.80	69.79
Extra Neutral Spirit	Ltrs	1,47,454.10	82.57	1,47,495.00	82.60
M G Spirit	Ltrs	0.00	0.00	13,126.30	5.25
Ethanol (Syrup)	Ltrs	0.00	0.00	2,52,076.90	165.39
Ethanol (B Heavy)	Ltrs	14,60,451.40	886.93	0.00	0.00
Co-generation Unit					
Bagasse	MT	37,377.00	710.16	69,279.40	1,247.03
Sugar Unit					
Sugar	Qtls	4,64,118	16264.16	4,77,893	16,174.20
Molasses (B Heavy)	MT	46,404.98	6960.75	68,420.04	9,749.86
Compost	MT	39,852.97	996.32	32,791.29	819.78
Molasses (C Heavy)	MT	2,802.22	350.28	0.00	0.00
Syrup	MT	0.00	0.00	5,,320.40	784.52
Vinegar Unit					
Vinegar	Ltrs	7,57,162.00	113.57	7,01,172.00	105.18
Rectified Spirit	Ltrs	2,44,645.00	122.32	2,66,645.00	133.32
Total			26,628.33		29,336.91

46. Closing Stock:

Particulars	Unit	2024-25		2023-24	
		Qty	Value in Lakhs	Qty	Value in Lakhs
Distillery Unit					
Rectified Spirit	Ltrs	5192.90	3.12	2,82,525.10	141.26
Extra Neutral Spirit	Ltrs	1,47,395.60	82.54	1,47,454.10	82.57
Ethanol (Syrup)	Ltrs	4,80,544.30	315.29	0.00	0.00
Ethanol (B Heavy)	Ltrs	0.00	0.00	14,60,451.40	886.93
Co-generation Unit					
Bagasse	MT	25,182.00	478.46	37,377.00	710.16
Sugar Unit					
Sugar	Qtls	3,23,635	12281.71	4,64,118	16264.16
Molasses (B Heavy)	MT	43,866.34	6536.08	46,404.98	6960.75
Compost	MT	32,358.69	808.96	39,852.97	996.32
Molasses (C Heavy)	MT	1950.00	243.75	2,802.22	350.28
Syrup	MT	10,684.32	1732.30	0.00	0.00
Vinegar Unit					
Vinegar	Ltrs	5,92,229.00	88.83	7,57,162.00	113.57
Rectified Spirit	Ltrs	96,645.00	57.99	2,44,645.00	122.32
Total			22,629.03		26,628.33

47. CIF Value of Imports and Export in Foreign Currencies Paid:

CIF Value of Import	Currency	2024-25	2023-24
Vinegar Chemical Charges	EURO	45,336.50	43,814.00
Kasurth Certification Plant Fees	USD	6,380.00	6,030.00
Vinegar Machinery Parts	EURO	1,22,042.00	6,590.00

CIF Value of Export	Currency	2024-25	2023-24
Vinegar Export	INR	0.00	27,73,916.80

48. Provisions and Contingent liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Such liabilities are disclosed by way of notes to the financial statements. No disclosure is made if the possibility of an outflow on this account is remote.

Sl. No	Particulars	Amount in Lakhs
1	Central Excise, Belgaum Show Cause Notice	486.62
2	Central Excise, Bangalore (Appeals)	736.54
3	High Court, Karnataka, Appeal for Sugar Cess	252.80
4	Appeallate Authority (GST) Office of Joint Commissioner of Commercial Taxes, Belagavi	143.90
	Total	1619.86

49. Trade Receivable Ageing schedule: for the year 2024-25

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment#					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2308.10	20.98	187.35	380.13	1397.81	4294.38
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade Receivable Ageing schedule: for the year 2023-24

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment#					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2938.06	17.86	344.37	574.63	1339.27	5214.20
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

50. Trade Payable Ageing schedule: for the year 2024-25

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	620.16	11.40	-	-	631.56
ii. Others	2653.11	820.33	17.06	516.84	4007.35
iii. Disputed dues-MSME	-	-	-	-	-
iv. Disputed dues-Others	-	-	-	-	-
Total	3273.27	831.73	17.06	516.84	4638.91

Trade Payable Ageing schedule: for the year 2023-24

Particulars	Outstanding for following periods from due date of payment#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i. MSME	173.21	-	-	-	173.21
ii. Others	9048.93	23.55	21.63	523.52	9617.64
iii. Disputed dues-MSME	-	-	-	-	-
iv. Disputed dues-Others	-	-	-	-	-
Total	-	-	-	-	9790.85

51. Title Deeds of Immovable Properties of the company not held in the name of the Company as on 31-03-2025:

Reason : Properties are being held by way of General Power of Attorney in the name of Shri. MallikarjunKadayyaPujar, present OS of the Company held on behalf of the Company.

Relevant line item in the Balance sheet	Description of item of Property	Gross carrying value	Title Deeds held in the name of:	Whether title deed holder is promoter/ Director/ Relative of Promoter of Director or Employee of Promoter / Director	Property held since which date
Land	204/2A	3	Shri Jotiba Bharmanna More	NO	30.12.2016
Land	206/A	5	1. Shri. Narayan Balkrishna Sutar 2. Shri. Chudappa Balkrishna Sutar	NO NO	30.12.2016
Land	206/B	6	1. Smt. Savitri W/O Yallappa Pawashe 2. Smt. Janabai W/O Dhankalu Gurav 3. Shri Yallappa S/O Dhankalu Gurav	NO NO NO	14.03.2017
Land	207/1	8.1	1. Smt. Renuka W/O Late Tippanna Talwar 2. Shri. Nagaraj S/O. Tippanna Talwar	NO NO	28.12.2018
Land	206/1	7.43	Shri. Rajaram Balappa Chigare	NO	28.12.2018
Land	207/1	8.1	Shri. Monappa Ganesh Talwar	NO	28.12.2018
Land	207/1	8.1	1. Smt. Anandi W/O. Late Dudappa Talwar 2. Shri. Pundalik S/O. Dudappa Talwar Talwar 3. Smt. Mayuri W/O. Pundalik Talwar 4. Shri. Bharat S/O. Dudappa Talwar	NO NO NO NO	28.12.2018

Land	206/A	6.75	1. Shri. Shanlkar Arjun Gurav 2. Shri. Bharna Arjun Gurav 3. Devappa Arjun Gurav	NO NO NO	28.12.2018
Land	206/A	2.7	Shri. Devappa Kumanna Gurav	NO	28.12.2018
Land	207/1	8.1	1. Smt. Laxmi W/O. Late Yavagappa Talwar 2. Shri. Pandurang S/O. Yavagappa Talwar 3. Smt. Droupada W/O. Pandurang Talwar 4. Shri. Balu S/O. Yavagappa Talwar	NO NO NO NO	28.12.2018
Land	206/A	7.43	Shri. Maruti Yallappa Humbarwadi	NO	28.12.2018
Land	206/A	2.93	Shri. Raghunath Krishna Hurakadli	NO	28.12.2018
Land	206/A	10.13	1. Shri. Jayram Kallappa Patil 2. Smt. Madhu Jayram Patil 3. Smt. Sushma Madhu Patil 4. Shri. Pundalik Jayram Patil	NO NO NO NO	28.12.2018
Land	206/B	5.85	Smt. Yeshodha Parashuram Gawade	NO	28.12.2018
Land	206/A	2.93	Shri. Ravalu Shankar Motankar	NO	28.12.2018
Land	206/A	9	Shri. Narayan Krishna Yallurkar	NO	28.12.2018
Land	207/1	8.1	Shri. Babu Basawant Talwar	NO	28.12.2018
Land	206/A	9	Shri. Babu Somanna Motankar	NO	28.12.2018
Land	206/A	3.75	Shri. Rajaram Vasu Golyalkar	NO	09/07/2021
Land	206/A	7.5	Shri. Mallppa Vasu Golyalkar	NO	09/07/2021
Land	206/A	3.75	Shri. Govind Vasu Golyalkar	NO	09/07/2021
Land	206/A	3.75	Shri. Nago Somanna Motankar	NO	09/07/2021
Land	206/A	3.75	Shri. Rama Yallappa Gavali	NO	09/07/2021
Land	206/A	7.5	Shri. Gangaram Tanji Gavali	NO	09/07/2021
Land	206/A	6	Shri. Jayram Kumanna Gurav	NO	09/07/2021
Land	206/A	3.75	Shri. Marutirao @Maruti Somanna @Somanath Motankar	NO	09/07/2021
Land	206/A	3.83	1. Smt. Anandabai W/O. Late Narayan Sutar 2. Shri. Pandu S/O Narayan Sutar 3. Smt. Pooja W/O Pandu Sutar 4. Shri Vishwanath S/O. Narayan Sutar 5. Smt. Laxmi W/O. Vishwanath Sutar 6. Smt. Vaishali W/O Suresh Kammar	NO NO NO NO NO NO	09/07/2021
Land	206/A	1.5	1. Shri. Gangaram S/O. Late Kallappa Patil 2. Smt. Renuka W/O. Gangaram Patil	NO NO	12/07/2021
Land	206/A	2.03	Shri. Yallappa Nagappa Gurav	NO	12/07/2021
Land	206/A	1.5	1. Shri. Parashram Gavadu Patil 2. Smt. Malu W/O. Parashuram Patil 3. Smt. Deepa W/O. Dinesh Bilagoji	NO NO NO	12/07/2021
Land	206/A	1.73	Shri. Dashrath Yallappa Chigare	NO	12/07/2021
Land	206/A	2.63	Shri. Khirappa Devappa Sutar	NO	12/07/2021
Land	206/A	2.55	Smt. Laxmi W/O.Vasant Sutar Shri. Devendra S/O.Late Vasant Sutar Smt. Rekha W/O. Devendra Sutar	NO NO NO	12/07/2021

Land	206/A	2.4	Shri. Madhu @ Madhukar Dattu Sutar	NO	12/07/2021
Land	206/A	2.4	Shri. Ramchandra Devappa Sutar	NO	12/07/2021
Land	206/A	1.8	1. Shri. Jayaram S/O.Late Kallappa Patil 2. Shri. Baban S/O Jayaram Patil 3. Rekha W/O. Baban Patil	NO NO NO	12/07/2021
Land	206/A	1.88	1. Smt. Parvati W/O Babu Sutar 2. Smt. Punam W/O Parasuram Sutar 3. Shri. Parthamesh S/O Parasuram Sutar	NO NO NO	12/07/2021
Land	206/A	10.25	Shri. Basavanni Irrappa Chigare	NO	24/09/2021
Land	204*/1	10.55	Shri. Prabhakar Arjun Jadav Shri. Balakrishna Arjun Jadhav	NO NO	27/10/2021
Land	206/A	11.65	1. Shri. Kallappa Shivappa Patil 2. Yallappa S/O Gavadu Patil	NO NO	30/11/2021
Land	206/A	10.25	Shri. Somanath Shivaji Sutar	NO	30/11/2021
Land	206/A	2.03	1. Shri. Ravalu Shankar Motankar 2. Smt. Deepa W/O Ravalu Motankar 3. Mr. Rutik D/O Ravalu Montankar 4. Master Sandesh S/O Ravalu Montankar	NO NO NO NO	14/02/2024
Land	207/7	1.5	Shri. Yallappa Nagappa Gurav	NO	15/02/2024
Land	206/A	1.95	Shri. Gavadu Kallappa Patil	NO	18/02/2024
Land	206/A	6.06	Shri. Maruti Somanna Yallurkar	NO	25/02/2024
Land	204*/1	12.56	1. Smt. Shobha Dashrut Biraje 2. Shri. Prabhakar Dasharat Biraje	NO NO	25/02/2024
Land	206*/A	6.07	1. Shri. Mallavva W/O Dhakalu Hurakadli 2. Shri. Monappa S/O Dhakalu Hurakadli 3. Shri. Laxman S/O Dhakalu Hurakadli 4. Shri. Ramappa S/O Shakalu Hurakadli	NO NO NO NO	28/02/2024
Land	206/A	6.06	Shri. Mallappa @ Yallappa Somanna Yallurkar	NO	16.03.2024

52. Balance appearing under the head Sundry Debtors, Creditors, Loans and Advances, Secured & Unsecured Loans is subject to confirmation, adjustments if any on receipts and reconciliation of such accounts.

“As per our report of even date”
For, M/s P .G. Ghali & Co.,
Chartered Accountants
FRN: 011092S
P.R.C.No.017013

Date: 27th May, 2025
Place: Belagavi

Sd/-
(CA. Praveen P. Ghali)
Partner
M. No: 215756
UDIN: 25215756BMJNGZ8162

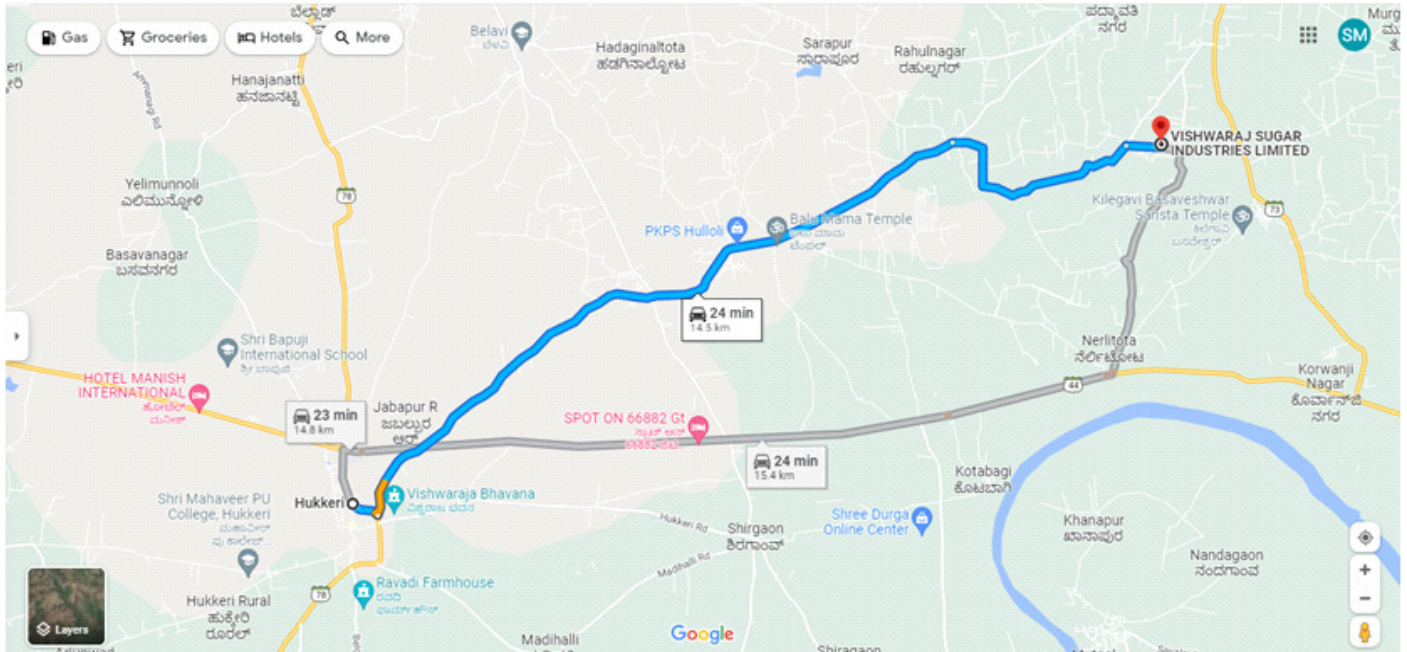
Disclosure of Ratios for the year 2024-25

Sr. No.	Particulars	Year ended	Year ended
		31.03.2025	31.03.2024
1	Operating Margin (%) operating profit/Revenue from operations	4.26	12.49
2	Net profit Margin (%) Net profit/Revenue from operations	(8.16)	2.64
3	Interest service coverage ratio (ISCR) (In times) EBIT/ (Interest Expense on long term and short-term borrowing for the quarter/year)	0.56	2.25
4	Debt service coverage ratio (DSCR) (In times) \ EBITDA/(Interest expenses on long term and short-term borrowings for the quarter/year+ schedule principal repayment of long-term borrowings during the quarter/year)	0.30	1.39
5	Bad debts to account receivable ratio (not annualised for the quarter) Provision for doubtful debts and Bad debts charged to statement of profit & loss/ Average accounts receivable	-	-
6	Debtors turnover (in times) (not annualised for the quarter) Revenue from operations/ Average accounts receivable	12.87	13.10
7	Inventory turnover (in times) (not annualised for the quarter) cost of goods sold/Average inventory	1.40	1.35
8	Debt Equity Ratio Debt (Current and Non-Current portion of long-term borrowings + short term borrowings)/Net Worth	1.39	1.36
9	Current Ratio (in times) Current Assets/Current Liabilities	0.92	0.92
10	Current Liabilities Ratio (in times) Current Liabilities /Total Liabilities	0.68	0.78
11	Total debts to total assets (in times) Debt (current and non-current portion of long-term borrowings + short term borrowings)/Total Assets	0.48	0.46
12	Long term debt to working capital (in times) (current and non-current portion of long-term borrowings)/ (current assets-current liabilities)	(5.19)	(2.84)
13	Net worth (INR in Lakhs)	28,047.83	26,829.11
14	Debenture Redemption Reserve	-	-

Definitions:

- Operating profit= profit/(loss)Before tax +Depreciation and Amortization expenses + Finance costs - Other Income
- EBIT = Profit/(Loss) Before tax + Finance Cost- Interest Income
- EBIT= Profit/(Loss) Before tax+ Finance cost + Depreciation and amortisation expenses - interest income
- Average Trade receivable = (Opening trade receivable + Closing trade receivable)/2
- Average Inventory = (Opening inventory + Closing inventory)/2
- Cost of goods sold = cost of material consumed + purchase of stock-in-trade + change in inventories of finished goods, work-in-progress and stock-in-trade.

Route Map for the Venue of the meeting pursuant to the provisions of Secretarial Standard one is as below



AGM Hall Venue

Vishwaraj Sugar Industries Limited
Registered Office

Bellad-Bagewadi, Taluka-Hukkeri,
 District-Belgaum-591305,
 Karnataka, India.

Wednesday, the 24th day of September, 2025 at 11:30 A.M.



Vishwaraj Sugar Industries Limited

Registered Office: Bellad Bagewadi, Taluka Hukkeri,
District Belgaum-591305, Karnataka, India.

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 30th Annual General Meeting of the Company held at the registered office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka on Wednesday, September 24, 2025 at 11:30 a.m.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the shareholder/proxy
(in block letters)

Signature of shareholder/Proxy

Note:

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.

Vishwaraj Sugar Industries Limited

Registered Office: Bellad Bagewadi, Taluka Hukkeri,
District Belgaum-591305, Karnataka, India.

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No./Client ID No. _____

DP ID No. _____

I/We, being the holder(s) of _____ Equity Shares of Vishwaraj Sugar Industries Limited, appoint:

1. Mr./Mrs. _____ of _____

E-mail Id: _____ or failing him/her

Signature: _____

2. Mr./Mrs. _____ of _____

E-mail Id: _____ or failing him/her

Signature: _____

3. Mr./Mrs. _____ of _____

E-mail Id: _____ or failing him/her

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Wednesday, the 24th September, 2025, at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Adoption of Audited Financial Statements for the year ended March 31, 2025.
2. To appoint a Director in place of Mr. Nikhil Katti who retires by rotation.
3. Ratification of remuneration payable to the Cost Auditors of the Company.
4. Appointment of Secretarial Auditor of the Company.
5. Appointment of Mr. Mallikarjun Kadayya Pujar as a Director of the Company, liable to retire by rotation.
6. Appointment of Mr. Mallikarjun Kadayya Pujar as Whole-Time Director of the Company.
7. Re-appointment of Mr. Vishnukumar Kulkarni as Non-Executive Independent Director of the Company.
8. Re-appointment of Mrs. Sneha Nithin Dev as Whole-Time Director of the Company.
9. Approval for holding office of profit by Mr. Lava Katti.
10. Approval for holding office of profit by Mrs. Shruti Katti.

Signed this _____ day of 2025

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Left Blank

Vishwaraj Sugar Industries Limited

Registered Office: Bellad-Bagewadi, Taluka-Hukkeri,
District-Belgaum-591305, Karnataka, India.

Telephone No.: +91 8333 251251

Fax No.: +91 8333 251322

Website: www.vsil.co.in

Email: info@vsil.co.in