

ANNUAL REPORT
2024 - 25



HARYANA DISTILLERY LIMITED



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CORPORATE INFORMATION

Board of Directors

Prof. Dr. Devendra Kumar Modi	Managing Director	00351859
Dr. Shashi Kumar Nair	Whole-time Director	00356367
Dinesh Chander Kaushik	Whole-time Director	00057999
Atul Kumar Singh	Non-Executive Director	01630731
Sanjay Gupta	Non-Executive Director	00511367
Vinay Kumar Sharma	Independent Director	09158001
Hari Om Sharma	Non-Executive Director	09052677
Deepankar Sharma	Independent Director	09302470

Corporate Identity Number

U15511DL2001PLC109883

Company Secretary

Nupur Jain

Statutory Auditors

M/s. Arora & Choudhary Associates
Chartered Accountants

Registered Office

16, Community Centre, New Friends Colony,
New Delhi-110025

Works

21 M, Industrial Area, Yamuna Nagar-135001,
Haryana

Registrars and Share Transfer Agents

Skyline Financial Services Private Limited
D – 153 A, Okhla Industrial Area, Phase – I, New Delhi - 110020
E mail ID: admin@skylinerta.com



NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting (AGM) of the members of Haryana Distillery Limited will be held on Thursday, the 27th day of November 2025 at 12.30 P.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, including the audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Hari Om Sharma (DIN: 09052677) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Atul Kumar Singh (DIN: 01630731) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES)

4. Re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) 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), or any other law for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and required, consent of the Members be and is hereby accorded for reappointment of Prof. Dr. Devendra Kumar Modi (DIN: 00351859) as Managing Director of the Company (not liable to retire by rotation) for a further period of 3 years w.e.f. 1st March 2026 whose age exceeds 70 years and on the terms and conditions as specifically stated below:

A. SALARY: 25,000/- p.m. Board of Directors of the Company may decide such accelerated increments as may be deemed appropriate at its absolute discretion.

B. ALLOWANCES AND PERQUISITES:

- i. Medical reimbursement:-** Reimbursement of actual medical expenses incurred in India and/ or abroad including premium paid on health insurance policies, for self and family including hospitalization, nursing home and surgical charges for himself and his family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendant are also payable. Payment in Foreign Exchange will be governed by RBI guidelines and applicable laws.
- ii. Personal Accident Insurance:-** The premium amount on such insurance cover shall be reimbursable.
- iii. Club membership:-** Subscription or Reimbursement of membership fee of clubs in India and abroad, including admission and life membership fees.
- iv. Contribution to provident fund, superannuation fund, annuity fund** shall be as per the applicable laws and policy of the Company.
- v. Leave:-** Leave with full pay or encashment thereof as per the rules of the Company.
- vi. Gratuity and Bonus:-** Gratuity at the rate of ½ month's salary for each completed year of service and other retirement benefits. Bonus as per the rules of the Company.
- vii. Leave travel Assistance:-** For self and spouse as per the rules of the Company.
- viii. Credit card:-** The Company will provide credit card/ cards to meet out the official expenditures only.
- ix. Housing:-**
 - a. Actual expenses pertaining to repair and maintenance of accommodation, gas, electricity, water and other utilities will be borne/ reimbursed by the Company.
 - b. The Company shall provide such furniture, utilities, furnishing, white goods, with reimbursement of expenses for domestic help and security guards at his residence as may be required.
 - c. The Company shall provide an office with complete infrastructure and supplies at his residence.
- x. Reimbursement of entertainment, traveling and all other expenses** incurred in India or abroad in the course of the business of the Company as per the applicable rules of the Company and prevailing guidelines of the RBI and laws.

**C. AMENITIES:**

- i. **Conveyance facilities:-** The Company shall provide suitable vehicle/s for official use. All the repairs, insurance, parking, maintenance and running expenses including driver's salary shall be borne by the Company.
- ii. **Telephone and other communication facilities:-** The Company shall provide telephone, mobile phone, internet, Wi-Fi, data card and other communication facilities as may be required for official purposes. All the expenses incurred shall be reimbursed by the Company.
- iii. Reimbursement of Newspaper, books & periodicals shall be made on actual basis.

D. Overall Remuneration

The Board may revise the remuneration payable to MD, during any financial year during currency of the tenure of office, in such manner as may be approved by the Nomination and Remuneration Committee/ Board of Directors subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above salary and allowance are subject to the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 and the Rules made there under or any modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all such forms, papers and documents with the Registrar of Companies and with other Statutory Authorities, as may be required and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

5. Re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule

- V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), or any other law for the time being in force, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and required, consent of the members be and is hereby accorded for re-appointment of Shri Dinesh Chander Kaushik (DIN: 00057999) as Whole-time Director of the Company for a further period of 3 years with effect from September 01, 2025 who has already exceeded the age of 70 years on the following terms and conditions:

A. SALARY: Rs. 72,500/- p.m. Board of Directors of the Company may decide such accelerated increments as may be deemed appropriate at its absolute discretion.

B. ALLOWANCES AND PERQUISITES:

1. **Medical reimbursement:-** The expenditure incurred for the medical treatment of self & dependant family members will be reimbursed up to the ceiling of one month salary.
2. **Contribution to the provident fund, superannuation fund, annuity fund** shall be as per the applicable laws and policy of the Company.
3. **Leave:-** Leave Entitlement and leave encashment as per the prevailing and applicable rules of the Company.
4. **Gratuity and Bonus:-** Payment of Gratuity and Bonus as per the rules of the Company.
5. **Leave travel Assistance:-** As per the rules of the Company.
6. **Housing:-**
 - a. Rent free accommodation or HRA at the rate of 40% of the salary.
 - b. Reimbursement of Electricity Expenses up to Rs. 37,500 p.a.;
 - c. Wages of part time servant/sweeper will be reimbursed with a maximum ceiling of Rs. 5,000/- p.a.
 - d. Provision of furniture and white goods will be as per the policy of the Company.

C. AMENITIES:

- i. **Conveyance facilities:-** Provision of car as may be required for official use.



- ii. **Telephone and other communication facilities:-** The Company shall provide fixed land line telephone, mobile telephone and other communication facilities as may be required for official use.
- iii. Reimbursement of Newspaper & Magazine expenses up to Rs. 2400 in a year;

D. Overall Remuneration:

The Board may revise the remuneration payable to WTD, during any financial year during currency of the tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD subject to the condition that the remuneration by way of salary, perquisites, commission, other allowances and other benefits, shall be within the limits permissible under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the above salary and allowance are subject to the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013 and the Rules made thereunder or any modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to vary, alter and modify the terms and conditions of his re-appointment including designation, remuneration / remuneration structure of Shri Dinesh Chander Kaushik within the limits of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

6. Appointment of Mr. Vinay Kumar Sharma as an Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 5 of Chapter XI The Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Vinay Kumar Sharma (DIN: 09158001), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors in their meeting held on 18th July, 2025 and who holds office till the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing himself as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years with effect from 18th July, 2025 to 17th July, 2030."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) / as may be considered desirable or expedient to give effect to the aforesaid resolution."

Registered Office:
16, Community Centre,
New Friends Colony,
New Delhi – 110025
CIN: U15511DL2001PLC109883
Email id: hdistt@gmail.com

Place: New Delhi
Date: October 6, 2025

By the order of the Board
For **Haryana Distillery Limited**

Nupur Jain
Company Secretary
Membership No.: A36044

**Notes :**

1. In continuation to General Circulars No.20/2020 dated May 5, 2020, circular No. 2/2022 dated May 5, 2022, circular No. 10/2022 dated December 28, 2022 read with circular No.09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024, Circular No. 03/2025 dated 22.09.2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), has permitted companies to hold their Annual General Meetings ("AGM") for the financial year ended/ending on or before March 31, 2025 through VC or OAVM without the physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the Circulars, the Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The notice of AGM is being sent to those members whose name will appear in the register of members as on 31st October 2025.
6. Since the AGM will be held through VC/OAVM, the Route Map, Attendance Slip and Proxy form is not required to be annexed to this notice.
7. In compliance with the aforesaid MCA Circulars, the Notice calling AGM along with Annual Report 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the 25th AGM and the Annual Report 2024 -2025 will be available on the website of NSDL i.e. www.evoting.nsdl.com
8. Members who have not registered their e-mail address so far, are requested to register their e-mail address with the Company/ DPs/ RTA for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Registrars and Share Transfer Agent. Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.
10. The Register of members and share transfer books of the Company will remain closed from Thursday, 20th November, 2025 to Wednesday, 26th November, 2025(both days inclusive) in accordance with the provisions of the Section 91 of the Companies Act, 2013, for the purpose of AGM.
11. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to hdlsecretarial@gmail.com
13. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members, whose shareholding is in electronic format are requested to direct change of address requests, registration of e-mail address and updation of bank account details to their respective DPs.
14. As per Rule 9A of Companies (Prospectus and Allotment of Securities) Rules 2014, securities of unlisted companies can be transferred only in dematerialized form with effect from October 02, 2018, except in the case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,



- members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
15. Information regarding particulars of the Directors seeking appointment / re-appointment at the Annual General Meeting requiring disclosure in terms of the Secretarial Standard 2 issued by the Institute of Company Secretaries of India is annexed to this Notice.
 16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the Circular issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and General Circular No 09/2024 dated September 19, 2024, Circular No. 03/2025 dated 22.09.2025, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 17. Facility for e-voting shall also be made available during the meeting and members attending the meeting through video conference, who have not already cast their vote by remote e-voting can exercise their vote during the meeting.
 18. 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.
 19. The e-voting Event number, User Id and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Annual Report.
 20. The Board of Directors of the Company has appointed M/s Ramakant Pathak & Co., Company Secretary in Practice, Noida (C.P. No. 6571) vide resolution passed in its Board meeting held on Monday, 06th October, 2025 as Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 21. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9.00 a.m. (IST) on Monday, 24th November, 2025
End of remote e-voting : Up to 5.00 p.m. (IST) on Wednesday, 26th November, 2025
 22. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
 23. The voting rights of the members for e-voting and for voting during the meeting shall be in proportion to the paid-up value of their share in the equity share capital of the Company as on the cut-off date i.e. Friday, 21st November, 2025.
 24. A person, whose name is recorded in the register of members as on the cut-off date, i.e., Friday, 21st November, 2025 shall only be entitled to avail the facility of remote e-voting / voting during the meeting at the AGM.
 25. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e Friday, 21st November, 2025 may obtain the User ID and Password by sending a request (alongwith Name, Folio No. and shareholding) to NSDL at evoting@nsdl.co.in or RTA at admin@skylinerta.com. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote.
 26. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements/Annual Report of the Company, are requested to send the same at least 2 working days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at hdlsecretarial@gmail.com so that the same may be replied by the Company suitably.
 27. The process and manner for remote e-voting and joining the AGM are as follows:
The remote e-voting period begins on Monday, 24th November, 2025 at 09:00 A.M. and ends on Wednesday, 26th November, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
 28. The Scrutinizer, after scrutinizing the votes casted through e-voting during the meeting and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or person authorized by him by not exceeding three days of conclusion of the Meeting.
 29. The results declared along with the consolidated scrutinizer's report shall be placed on the notice board of the Company at the Registered Office at 16, Community Centre, New Friends Colony, New Delhi – 110025 and on the website of the NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a Director authorized by him.
 30. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green



initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the website of NSDL i.e. www.evoting.nsdl.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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 - 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.



Type of shareholders	Login Method
	- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form:	EVEN Number that is 120904, followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120904 then user ID is 120904001***

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of



- shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at rkpathak@rkpathak.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.
- iv) Members may also write to the Company Secretary at the Company's email address hdlsecretarial@gmail.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hdlsecretarial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to hdlsecretarial@gmail.com. If you are an individual shareholders holding securities in demat mode, you are requested to refer to login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid



- any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at hdlsecretarial@gmail.com from Monday, 17th November, 2025 (09:00 am IST) to Wednesday, 19th November, 2025 (05:00 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 7. Shareholders who will participate in the AGM through VC/OAVM can also pose question / feedback through question box option. Such questions by the shareholders shall be taken up during the meeting or replied by the Company suitably.

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and Article 109 of Articles of Association of the Company, re-appointment of the Prof. Dr. Devendra Kumar Modi, Managing Director requires approval of the shareholders by way of special resolution.

Prof. Dr. Devendra Kumar Modi was appointed as Managing Director of the Company w.e.f March 01, 2023 for a period of Three years i.e. upto February 28, 2026 vide resolution passed by the members of the Company in the Annual General Meeting held on September 23, 2022.

Pursuant to provisions of Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who will attain the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Prof. Dr. Devendra Kumar Modi has already exceeded 70 years of age.

Prof. Dr. Devendra Kumar Modi has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Prof. Dr. Devendra Kumar Modi as Managing Director.

Accordingly, the approval of the members by passing a Special Resolution is necessary for reappointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company for a further period of 3 years w.e.f. March 01, 2026 to February 28, 2029 as set out in Part-I and Part II of Schedule V to the Act as also under section 196(3) of the Act.

The Board of Directors of the Company at its meeting held on 06th October, 2025 has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director of the Company for a further period of 3 years i.e. from March 01, 2026 to February 28, 2029

Prof. Dr. Devendra Kumar Modi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Prof. Dr. Devendra Kumar Modi satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V to the Act, for being eligible for his re-appointment.

Save and except Dr. Devendra Kumar Modi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution set out at item no. 4.

The Board recommends the re-appointment of Prof. Dr. Devendra Kumar Modi as Managing Director and proposes to pass the resolution set out at item no. 4 of the notice as Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013.

Brief profile of Prof. Dr. Devendra Kumar Modi is enclosed in the notice.

Item No. 05

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and Article 109 of Articles of Association of the Company, re-appointment of the Shri Dinesh Chander Kaushik, Whole-time Director requires approval of the shareholders by way of special resolution.

Shri Dinesh Chander Kaushik was appointed as the Whole-time Director of the Company w.e.f September 01, 2022 for a period of three years i.e. upto August 31, 2025 vide resolution passed by the members of the Company in the Annual General Meeting held on September 23, 2022 and is due for



reappointment.

Pursuant to provisions of Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Shri Dinesh Chander Kaushik has already exceeded 70 years of age.

Shri Dinesh Chander Kaushik has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri Dinesh Chander Kaushik as a Whole-time Director.

Accordingly, the approval of the members by passing a Special Resolution is necessary for reappointment of Shri Dinesh Chander Kaushik as a Whole-time Director of the Company for a further period of 3 years w.e.f. September 01, 2025 to August 31, 2028 as set out in Part-I and Part-II of Schedule V to the Act as also under section 196(3) of the Act.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 18th July, 2025 has approved the re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director of the Company for a further period of 3 years w.e.f. September 01, 2025 to August 31, 2028.

Shri Dinesh Chander Kaushik is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time director of the Company. Shri Dinesh Chander Kaushik satisfies all the conditions as set out in Section 196(3) of the Act and Part I of Schedule V of the Act, for being eligible for his appointment.

Save and except Shri Dinesh Chander Kaushik and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution set out at item no. 5.

The Board recommends the re-appointment of Shri Dinesh Chander Kaushik as Whole-time Director and proposes to pass the resolution set out at item no. 5 of the notice as a Special Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to section 190 of the Companies Act, 2013.

Brief profile of Shri Dinesh Chander Kaushik is enclosed in the notice.

Item No. 06

Mr. Vinay Kumar Sharma (DIN: 09158001) was appointed as an Additional Director (Independent) on the Board of the Company in the meeting of the Board of Directors held on 18th July 2025 and holds office till the conclusion of this 25th AGM. The Company has received notice under Section 160 of the Companies Act, 2013 from the Director himself proposing his candidature as an Independent Director of the Company, not liable to retire by rotation and has confirmed his eligibility and consented to be appointed as an Independent Director of the Company and has also given a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013. The Board is of opinion that he fulfils the conditions specified therein and is independent of the management. Mr. Vinay Kumar Sharma also holds requisite qualification and expertise and will add value to the Board and the Company. Accordingly, it is proposed that Mr. Vinay Kumar Sharma be appointed as an Independent Director of the Company for a term of five consecutive years i.e. for a term upto 17th July 2030 and shall not be liable to retire by rotation.

A copy of the letter for appointment of Mr. Vinay Kumar Sharma, setting out the terms and conditions of his appointment are available for inspection by members at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Vinay Kumar Sharma are in any way concerned or interested, in the said resolution set out at item no. 6.

The Board recommends the appointment of Mr. Vinay Kumar Sharma as an Independent Director not liable to retire by rotation and propose to pass the resolution set out at item no. 6 of the notice as an Ordinary Resolution.

Brief profile of Mr. Vinay Kumar Sharma is enclosed in the notice.



Information of Director(s) seeking appointment or re-appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI as on the date of Notice

Name of the Director	Shri Hari Om Sharma
Director Identification Number (DIN)	09052677
Date of Birth (Age in years)	January 01, 1963
Original date of appointment	12th February 2021
Qualifications	•M.A., LLB, PGDM, Diploma in PMIR
Experience and expertise in specific functional area	Experience of 33 Years in HR & Industrial Relations, Key areas are Admin Management, Labor Law, Manpower Recruitment
Remuneration last drawn	Nil
Shareholding in Haryana Distillery Limited	Nil
Terms and conditions of re-appointment and Remuneration	As per Mutual agreed
No. of Board meetings attended during the year	5
Relationship with other Directors or KMPs	Not Applicable
Directorships held in other companies in India	MACL Securities & Finance Ltd
Membership / Chairmanship of committees in public limited companies in India	Haryana Distillery Ltd - Nomination and Remuneration Committee (Member) Haryana Distillery Ltd - Audit Committee (Member)
Name of the Director	Shri Atul Kumar Singh
Director Identification Number (DIN)	01630731
Date of Birth (Age in years)	May 24, 1966
Original date of appointment	05th March 2001



Qualifications	• Bachelor's degree in commerce • Post Graduate Diploma in Business Management
Experience and expertise in specific functional area	36 years' experience in International Operation. He worked with Modi Cement Limited and Lords Distillery Limited in the past. Currently he is the Senior Vice President in Dr. K. N. Modi Foundation.
Remuneration last drawn	Nil
Shareholding in Haryana Distillery Limited	12,520 Equity Shares
Terms and conditions of re-appointment and Remuneration	As per Mutual agreed
No. of Board meetings attended during the year	2
Relationship with other Directors or KMPs	Nil
Directorships held in other companies in India	Lifestyle Supertech Private Limited
Membership / Chairmanship of committees in public limited companies in India	Haryana Distillery Limited – Stakeholders Relationship Committee (Member) Haryana Distillery Limited – CSR Committee (Member) Haryana Distillery Limited – Nomination and Remuneration Committee (Member) Haryana Distillery Limited – Asset Sale Committee (Member)

Information of Director(s) seeking appointment or re-appointment at the forthcoming AGM pursuant to Secretarial Standard 2 issued by ICSI as on the date of Notice

Name of the Director	Prof. Dr. Devendra Kumar Modi	Mr. Dinesh Chander Kaushik	Mr. Vinay Kumar Sharma
Director Identification Number (DIN)	00351859	00057999	09158001
Date of Birth (Age in years)	June 30, 1953	December 15, 1950	August 01, 1968
Original date of appointment	01.03.2008	01.09.2008	18.07.2025
Qualifications	• Bachelor's degree in Chemical engineering • Master's degree in Business Administration • Ph. D & D. Litt	• Master's degree in Arts • Master in Social Welfare • Bachelor's degree in Laws.	• Bachelor's degree in Science & Semi ICWAI



Name of the Director	Prof. Dr. Devendra Kumar Modi	Mr. Dinesh Chander Kaushik	Mr. Vinay Kumar Sharma
Experience and expertise in specific functional area	He has over 46 years of rich and varied experience in setting up large number of units including Tyres, Yarn, Carpet, Iron and Steel, Pharmaceuticals, Engineering Goods, office equipments, industrial chemicals, electronics, automotive products and paints. Pioneering work done in turning Modinagar into an educational hub. Successful Entrepreneur and played a key role in bringing foreign technology and international brand to collaborate with the Modi group and setting up green field industries. Setting up Dr. K N Modi Foundation, the umbrella body of institutions in Engineering, Life Sciences, Management, Law and Education. Set up private university in Rajasthan, promoting the cause of education. Champion in promoting environment and sustainable development. Pioneering work done in healthcare and Community Ophthalmology.	41 years of rich and varied experience in Personal Administration-Industrial Relation, Legal Liaisoning, Marketing and Sales.	29 years experience in accounts & Finance
Remuneration last drawn	Remuneration Details are mentioned in the Financial Statements.		NA
Shareholding in Haryana Distillery Limited	2205409 Equity Shares	20 Equity Shares	NIL
Terms and conditions of re-appointment and Remuneration	As per the resolution at item no. 4 of the Notice convening this AGM read with explanatory statement thereto, Dr. Devendra Kumar Modi is proposed to be re-appointed as Managing Director.	As per the resolution at item no. 5 of the Notice convening this AGM read with explanatory statement thereto, Shri Dinesh Chander Kaushik is proposed to be re-appointed as Whole-time Director.	As per mutual agreed.
No. of Board meetings attended during the year	Refer Annexure B to the Board's Report		NA
Relationship with other Directors or KMPs	NIL		
Directorships held in other companies in India	1. Modi Spinning and Weaving Mills Company Limited 2. Rahul Commercial Private Ltd. 3. Dhiraj Commercial Private Ltd. 4. Vikee Commercial Private Ltd. 5. Upasana Investment Private Ltd. 6. Laolen Investment Private Ltd. 7. Modi Charitable Foundation	NIL	Ellora Eduventures Pvt Ltd
Membership/Chairmanship of committees in public limited companies in India	NIL	•Haryana Distillery Limited – Audit Committee (Member) •Haryana Distillery Limited – Asset Sale Committee (Member) •Haryana Distillery Limited – Project Committee (Member)	NIL



Statement pursuant to provisions of Section II of Part II of Schedule V of the Companies Act, 2013 with respect to item no. 5, 6, & 7 of the Notice

General Information:				
1.	Nature of industry	Manufacturing of Country Liquor, Rectified Spirit, Extra Neutral Alcohol and Indian made Foreign Liquor.		
2.	Date or expected date of commencement of commercial production	Commercial Operation commenced since incorporation. The Company is a resulting Company after demerger.		
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:			(Rs. In Lacs)
	Year ending 31st March	Total Revenue	Total Expense excluding depreciation	Profit/ (Loss) Before tax
	2022	6265.13	6445.38	(1.22)
	2023	9011.41	9677.83	(498.02)
	2024	14829.48	16024.41	(1352.53)
5.	Foreign investments or collaborations, if any.	NIL		
II. Information about the appointee:				
A. Dr. Devendra Kumar Modi				
1.	Background details	Dr. Devendra Kumar Modi, Managing Director is a graduate in Chemical engineering and holds a Masters degree in Business Administration from IMI, Geneva, Ph. D & D. Litt. He has been holding several Directorships in different companies of Modi Group. He has been instrumental in reviving and rehabilitating MSWM through its demerger and creation of the Company. He has spearheaded the modernization and technical upgradation of the manufacturing facilities.		
2.	Past remuneration	Last drawn salary was ₹76,80,356/- p.a including perks and other benefits.		
3.	Recognition or awards	He has been recognized by business organizations and the Government of India for his contribution to the Industry.		
4.	Job profile and his suitability	Dr. Devendra Kumar Modi is the Managing Director of the Company and has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors and carryout such duties, as may be entrusted to him from time to time by the Board of Directors of the Company ("the Board") and exercise such powers as may be assigned to him by the Board subject to the superintendence, control and directions of the Board in connection with and in the best interest of the Company. The Company has made enormous progress under the stewardship of Dr. Devendra Kumar Modi, who has the management experience to handle business of the Company and the vision to take the business forward. He has spearheaded the modernization and technical upgradation of the manufacturing facilities. The Board is of the opinion that Dr. Devendra Kumar Modi has the requisite qualifications, expertise and experience for the job, he is presently holding.		



5.	Remuneration proposed	₹25,000 p.m. with the other additional benefits as mentioned in item no. 4 above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	After taking into the financial position of the Company, the reduced remuneration of Dr. Devendra Kumar Modi is being considered which is much lesser than the industry norms.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	Dr. Devendra Kumar Modi is holding 2205409 (Twenty Two Lac Five Thousand Four Hundred and Nine only) equity shares (12.22% of the paid-up Capital) of the Company.
II. Information about the appointee: B. Shri Dinesh Chander Kaushik		
1.	Background details	Shri Dinesh Chander Kaushik holds a Bachelor degree in Law and Post Graduate in Public and Industrial Relations. He also holds Masters degree in Social work. He was appointed as Whole-time Director of the Company for a period of 3 years w.e.f. September 01, 2022. He has 41 years experience in Personal Administration- Industrial Relation, Legal Liaisoning, Marketing and Sales.
2.	Past remuneration	Last drawn salary was ₹15,10,892/-p.a including perks
3.	Recognition or awards	-
4.	Job profile and his suitability	Shri Dinesh Chander Kaushik, the Whole-time Director of the Company, looks after the administrative aspects, Industrial Relations/ Human Resource and Marketing of the Company. He has wide experience and long association with the Company.
5.	Remuneration proposed	₹72,500 p.m. with the other additional benefit as mentioned in item no. 5 above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	After taking into the size of the Company, the profile of Shri Dinesh Chander Kaushik the responsibilities shouldered by him and remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterparts in other similar companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	Shri Dinesh Chander Kaushik is holding 20 (Twenty only) equity shares (0.00% of the paid-up Capital) of the Company.



III. Other information:		
1.	Reasons of loss or inadequate profits	Due to adverse market conditions with respect to the Country Liquor segment, and general economy slow-down, establishment of new distilleries which has created excess of supply over demand, increase in wages and salaries had severe adverse impact on the workings and the financial performance of the Company. All these factors collectively resulted in inadequate profit for payment of the present remuneration of Managing Director and Whole-time Directors of the Company therefore reduced emoluments is being made under the situation of inadequate profits.
2.	Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve workings and profitability of the Company to the extent of various factors under its control. Various measures and steps have been taken in the matter of cost control, process improvement for improving efficiency. The Company would continue its endeavors to increase the revenues to improve its productivity and profits in the coming years. However since most of the cost parameters and sales prices of its products are outside the control of the management further improvement seems difficult.
3.	Expected increase in productivity and profits in measurable terms.	Steps, as aforesaid, being taken by the Company, would improve the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The productivity and efficiency parameters of the Unit are amongst the best in the country. However since most of the cost parameters and sales prices of its products are outside the control of the management, further improvement seems difficult.
IV. Disclosures:		
The following disclosures shall be mentioned in the Board's report under the heading "Corporate Governance", if any, attached to the financial statement:		
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.	The Remuneration package and other terms applicable to the Directors have been disclosed in the financial statement forming part of the Annual Report for the year 2024-2025.
2.	Details of fixed component and performance linked incentives along with the performance criteria;	
3.	Service contracts, notice period, severance fees;	Service Agreement of Prof Dr Devendra Kumar Modi is for 3 years from March 01, 2026 to February 28, 2029 and Service Agreement of Shri Dinesh Chander Kaushik is for three (3) years from September 01, 2025 to August 31, 2028.
4.	Stock option details, if any, and whether the same has been issued at discount as well as the period over which accrued and over which exercisable.	The Company has not issued any stock options to any of its Directors or Managerial Personnel.

Registered Office:

16, Community Centre,
New Friends Colony,
New Delhi – 110025
CIN: U15511DL2001PLC109883
Email id: hdistt@gmail.com

By the order of the Board
For **Haryana Distillery Limited**

Nupur Jain
Company Secretary
Membership No.: A36044

Place: New Delhi
Date: October 6, 2025



BOARD'S REPORT

Dear Members,

Your Directors shows the immense pleasure in presenting the 25th Board's Report on the business and operations of the Company together with the audited financial statement for the financial year ended March 31, 2025.

FINANCIAL RESULTS

Particulars	Standalone		Consolidated	
	31.03.2025 (₹ in lacs)	31.03.2024 (₹ in lacs)	31.03.2025 (₹ in lacs)	31.03.2024 (₹ in lacs)
Net Profit / (Loss) before depreciation, amortization expenses & exceptional items	(472.69)	(1194.93)	(462.31)	(1179.54)
Less: Depreciation and amortization expenses	386.01	368.91	386.01	368.91
Less: Exceptional items	1340.62	211.31	1340.62	211.31
Net Profit/(Loss) before tax	481.93	(1352.53)	492.31	(1337.14)
Provision for Tax				
-Current	0.00	0.00	2.70	3.87
-Deferred	30.77	125.52	30.77	125.52
Net Profit/(Loss) after tax available for appropriation	451.16	(1478.05)	458.84	(1466.53)
Less: Income tax for earlier years	0.00	0.00	0.00	0.00
Adjusted Profit / (Loss) for the year	451.16	(1478.05)	458.84	(1466.53)
Add: Profit/(Loss) carried forward from earlier year	5242.72	6720.77	5264.71	6731.24
Less: Retained earning effect due to implementation of Schedule II	NIL	NIL	NIL	NIL
Profit/(Loss) carried to Balance Sheet	5693.86	5242.72	5723.53	5264.71

WORKING RESULTS

During the current year, the total revenue of the Company has reduced from ₹14829.48 lacs to ₹9944.65 lacs. The profit before depreciation, amortization expenses and exceptional items is ₹(472.69) lacs as against the loss of ₹(1194.93) lacs in the previous year.

During the current year, the consolidated total revenue of the Company along with the subsidiary Circle Trade Overseas Private Limited is ₹9980.59 lacs and loss before depreciation, amortization expenses and exceptional items is ₹(462.31).

BUSINESS ENVIRONMENT

The Company has been trying to perform better and improve the revenue, but due to increase in the raw material and other costs and decrease in the sales prices of its products resulting in lower margins, the Company's profit is not satisfactory. The management is working hard to overcome from this situation and improve the profitability. However, inspite of the best efforts, there is no improvement in the working and losses continue to mount. As a result, the Management had no alternative but to shut down the distillation operations of the Company w.e.f. 29.11.2024.

The State of Haryana continues to witness new capacity addition in the manufacture of ethanol. This had a cascading effect on the Company because of increased demand on fossil fuels and increase in supply of DDGS which is the by-product of the Company.

The State of Haryana continues to reel under the excess capacity of spirit and liquor production over its demand of sale in the market. There are fifteen number of Distilleries which are operating in the State. The stagnation continues in the industry and the reduction of Country Liquor sale as compared to the last year's sale is recorded.

The company's philosophy of treating Human Capital and Talent as an important component in its operations, has given rich dividends. In the current year, the Company has renewed its persistence to invest in Human Capital to a new level of delivery to improve the overall working of the Company. Safety of human life is given the utmost priority in all the operations and the management philosophy that human Safety is priceless continues to govern all the operations.

The Company operated at good efficiencies and followed a proactive environment program. Conservation of environment continued to govern its operations. The Company believes in



optimum use of its natural capital and is consistent in its efforts in the direction. Efforts are undertaken on a continuous basis to reduce its carbon foot print by using agri waste fuels for its energy requirements. Dependence on fossil fuel is almost negligible for meeting any of its energy requirements. The Company is self sufficient through its own power generation. The focus on the use of clean energy remains top on the charter. Natural capital and resources is exploited only to the barest needed extent. The Company advocates that it must be a positive contributor to natural capital. Bulk of the waste in terms of solids and effluents are re-cycled and re-circulated. The philosophy to make all its operations environmentally sustainable lies in the forefront of its actions. The Company has developed its own Bio Fertilizer rich in Potash, Nitrogen and other minerals by re-cycling its liquid waste.

The Company engaged in being a responsible corporate citizen and invested in supporting community healthcare and education in fulfillment of its social objectives.

The Company continues its journey on a purpose led business model and governed by ethics and good corporate governance. Unethical competition in the market does affect the growth of the Company, but its philosophy to remain committed to do business in an ethical manner continues, even though at a very high cost. Alacrity enthusiasm to follow the company's age old model of doing business only ethically remained engraved in stone. The company continued enforcing its philosophy of providing top quality products to meet and surpass the customer expectations. The Company believes that such a sustainable model is the key to its success.

SHARE CAPITAL

During the year, there was no change in the company's issued, subscribed and paid-up equity share capital. On March 31, 2025, it stood at ₹18,03,33,650, divided into 1,80,33,365 Equity shares of ₹10/- each.

GENERAL RESERVE

There is no requirement to transfer any amount to the general reserve for the financial year ended March 31, 2025.

DIVIDEND

In view of future prospect, the Board of Directors of your company regrets their inability to recommend dividend on shares of the Company for the financial year ended March 31, 2025.

DEPOSITS

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

MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the company between the end of the financial year of the company to which the financial statements relate and the date of Board's Report.

CHANGE IN THE COMPOSITION OF THE BOARD / KMP

During the year under review, there was no change in the composition of Board of the company. The board of the company is combination of Executive, Non Executive and Independent Directors.

Further there are changes in Key Managerial Personnel ("KMP") during the period under review in following manner:

Mr. Harish Kumar resigned from the office of Company Secretary of the company w.e.f August 11th 2024 and Ms. Nupur Jain appointed as Company Secretary of the company w.e.f December 16, 2024.

DIRECTORS RETIRE BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Shri Hari Om Sharma (DIN: 09052677) and Shri Atul Kumar Singh (DIN: 01630731) Non-Executive Directors of the Company being longest in the office shall retire by rotation at the ensuing AGM and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.

A brief resume, nature of expertise, details of directorship held in other companies and other information of Shri Hari Om Sharma (DIN: 09052677) and Shri Atul Kumar Singh (DIN: 01630731), Non-Executive Directors of the Company, proposed to be re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2, is appended as an Annexure to the notice of ensuing AGM.



DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under sub-section (6) of section 149 of the Companies Act, 2013. The Independent Directors have also confirmed that they have complied with the provision of Schedule IV of the Companies Act, 2013 i.e., Code of Independent Directors.

BOARD MEETING

During the FY 2024-2025, the Board of Directors met six (6) times i.e. July 10, 2024, July 24, 2024, September 04, 2024, October 06, 2024, December 15, 2024 and March 24, 2025. The period between any two consecutive meetings of the Board of Directors of the Company was not more than 120 days during the year.

As on March 31, 2025, the Board has six committees, namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Stakeholders Relationship Committee, Project Committee and Asset Sale Committee which have been established as a part of the best corporate governance practices and are in compliance with the requirement of the relevant provisions of applicable laws and statutes.

The details regarding composition of Board, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2024-25 and attendance of the Directors at each meeting are set out in the Corporate Governance part.

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company met separately on 24th March, 2025, during the financial year 2024-25 without the presence of the Non-Independent Directors and the members of management. The meeting was conducted to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. In accordance with the provisions of the Companies Act, 2013, the following matters are, inter-alia, discussed in the meeting:

- i) Review of the performance of Non-Independent Directors and the Board as a whole;
- ii) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

NOMINATION AND REMUNERATION POLICY

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, enhances the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. In compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, the Board has adopted the Nomination and Remuneration Policy which sets out the criteria for determining positive attributes, qualifications, independence of a director, Board diversity, remuneration and other matters provided u/s 178(3) based on the recommendations of the Nomination and Remuneration Committee. A detailed policy is annexed as **Annexure A** to this report.

STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013) M/s Arora & Choudhary Associates, Chartered Accountants (FRN: 003870N) were appointed as the company's statutory auditor by the shareholders in the AGM held on December 30, 2024, for a period of five years i.e. till the conclusion of 29th AGM which is to be held in the year 2029.

STATUTORY AUDITORS' REPORT

The Board has duly examined the Statutory Auditors' Report to the financial statements, which is self-explanatory. Clarifications, wherever necessary, have been included in the notes to accounts section of the financials. The report does not contain any qualification, reservation or adverse remarks.

CORPORATE GOVERNANCE

Your Company is committed to adopt the best practice in corporate governance which is guided by the principles of conducting the business in a responsible, transparent and ethical manner so as to protect the interest of all stakeholders. Your company's corporate governance philosophy encompasses not only regulatory and legal requirements, but also several voluntary practices aimed at a high level of business ethics, effective supervision and enhancement of value for all shareholders.



I. Board of Directors

Your Company's Board is an optimum mix of Executive, Non-Executive and Independent Directors and confirms with the provisions of the Companies Act, 2013 and other statutory provisions. The Board comprises of Eight members which includes a Managing Director, two Whole-time Directors, three Non-Executive Director and two Independent Directors.

During the FY 2024-25, the Board met six (6) times i.e July 10, 2024, July 24, 2024, September 04, 2024, October 06, 2024, December 15, 2024 and March 24, 2025. The requisite details regarding composition of the Board, number of Board meetings held and attended by each director are provided in the **Annexure B** to this Report.

II. Committees of the Board

In Compliance with the statutory requirements, the Board has constituted various committees with specific terms of reference and scope.

(A) Audit Committee

The Audit Committee of the board of directors of the company comprises of four Directors, two of whom are Independent directors. The composition of the committee meets the requirements of the Section 177 of the Companies Act, 2013. The Company Secretary of the Company acts as the secretary to the committee. The Board accepted the recommendations of the Audit Committee whenever made by the committee during the year.

During the FY 2024-25, the Committee met Six times i.e on July 10, 2024, July 24, 2024, September 04, 2024, October 06, 2024, December 15, 2024 and March 24, 2025. The composition and the attendance of members at the meetings are provided in the **Annexure B** to this Report.

(B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors deals with all elements of remuneration package of the Directors i.e. Salary, bonus, benefits etc. Regular meetings and deliberations are held as and when required.

In compliance with the requirements of Section 178 of the Companies Act, 2013, the Company has a committee of the Directors known as the Nomination and Remuneration Committee. The Committee comprises of three Non-Executive directors, two of whom are Independent Directors. The Company Secretary of the Company acts as the secretary to the committee.

During the FY 2024-25, the Committee met four times i.e. on 04th September, 2024, 6th October, 2024, 15th December, 2024, and 18th March, 2025. The composition and the attendance of members at the meetings are provided in the **Annexure B** to this Report.

(C) Stakeholders Relationship Committee

In compliance with the requirements of Section 178 of the Companies Act, 2013, the company has a committee of the directors known as the Stakeholders Relationship Committee. The committee specifically looks into the matters relating to the protection of the interest of the shareholders and address investors grievances.

The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agent of the company and also provides continuous guidance to improve the service levels for investors. The Committee comprises of three members including one Independent Director. The Company Secretary of the Company acts as the secretary to the committee.

During the FY 2024-25, the Committee met two times i.e on 10th July, 2024 and 20th December, 2024. The composition and the attendance of members at the meetings are provided in the **Annexure B** to this Report.

(D) Corporate Social Responsibility (CSR) Committee

In compliance with the requirement of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time, the Company has a committee of the Directors known as the Corporate Social Responsibility Committee ("CSR Committee").

The Committee comprises of three members including one Independent Director. The Company Secretary of the Company acts as the secretary to the committee.

During the FY 2024-25, there was no requirement of holding CSR Committee Meetings. The composition of the committee are provided in the Annexure B to this Report.



The Company has a Corporate Social Responsibility Policy (CSR Policy). The CSR Policy intends to strive for economic development that positively impacts the society at large with minimal resource footprints. The detailed policy is annexed as **Annexure C** to this report.

During the F.Y. 2024-25, the Company does not exceed the prescribed threshold limits during the immediate preceding financial year. Hence, CSR provisions are not applicable to the Company for the FY 2024-25.

(E) Asset Sale Committee

The Asset Sale Committee of Directors was constituted specifically for sale of assets that have been vested in the Company from Modi Spinning & Weaving Mills Co. Ltd.

The Committee comprises of three members. The Company Secretary of the Company acts as the Secretary to the committee.

During the FY 2024-25, the Committee met two times i.e. on 10th July, 2024 and 4th September, 2024. The composition of the committee is provided in the **Annexure B** to this Report.

(F) Project Committee

The Project Committee of Directors was constituted specifically for dealing in projects of the Company.

The Committee comprises of two members. The Company Secretary of the Company acts as the Secretary to the committee.

During the FY 2024-25, the Committee did not meet. The composition of the committee are provided in the **Annexure B** to this Report.

RISK MANAGEMENT

The Company has a robust internal business management framework to identify, evaluate business risks and opportunities which seeks to minimize adverse impact on the business objectives and enhance the Company's business prospects. Risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting risk on a periodic basis.

INTERNAL FINANCIAL CONTROLS

A strong internal financial control culture is pervasive in the Company. The Company has a robust and comprehensive internal financial control system for all the major financial transactions to ensure reliability of financial reporting, timely feedback, compliance with laws and regulations etc.

The Company has adequate internal control system to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations.

COST RECORD

The provisions of maintenance of Cost Records as specified by the Central Government under sub-section (1) of section 148 are not applicable to the Company during the year ended March 31st, 2025.

ANNUAL RETURN

In terms of provisions of Section 92 and 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company does not have any website. Hence, placing a copy of Annual Return of the Company on the website of the Company is not applicable.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

No loans, guarantees or investments were made during the FY 2024-25 which attracts the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All the arrangements / transactions entered into by the Company with its related parties during the year were in the ordinary course of business and at arm's length basis. During the year, the



Company has not entered into any arrangement / contract with related parties u/s 188 of the Companies Act, 2013 which could be considered material in accordance with the Company's Policy on Related Party Transactions.

However, names of Related Parties and details of transactions with them have been included in Note no. 30 to the Standalone financial statements provided in the Annual Report under Accounting Standard 18.

However, names of Related Parties and details of transactions with related party are given in Note no. C31 to the consolidated financial statements provided in the Annual Report under Accounting Standard 18.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

M/s. Circle Trade Overseas Pvt. Ltd., M/s. Vishal Syntex Ltd. and M/s. Modern Spinners Ltd. are wholly owned subsidiaries of the Company. In accordance with Section 129(3) of the Companies Act, 2013 ('Companies Act'), a statement containing salient features of the financial statement of the subsidiary company i.e. M/s. Circle Trade Overseas Pvt. Ltd in **Form AOC-1** is provided as **Annexure – D** to this report.

Note: Since both Modern Spinners Ltd (MSL) & Vishal Syntex Ltd (VSL) are under liquidation and are under the control of the Official Liquidator of the Allahabad High Court, no books of account or other records of MSL & VSL are available with the Company and therefore the salient features of the financial statement of the subsidiary companies i.e. Modern Spinners Ltd & Vishal Syntex Ltd could not be provided.

SIGNIFICANT DEVELOPMENTS

MERGERS/ AMALGAMATIONS/ DEMERGERS UNDER SECTION 230-232 OF THE COMPANIES ACT, 2013

That Board of Directors of the Company in their meeting held on December 03, 2022 has approved the Composite Scheme of Arrangement and Amalgamation ("Scheme") between the Haryana Distillery Limited (HDL), the Holding Company and Circle Trade Overseas Private Limited ("the Company") and their respective shareholders and creditors under section 230-232 and other applicable provisions of the Companies Act, 2013 for demerger of Real Estate Business Undertaking ("Specified Business") of HDL and vesting of the same with the Company, wholly-owned subsidiary of HDL on a going concern basis. Further, Apollo Breweries Private Limited, First Alert Fire Systems Private Limited, Skyrise Constructions Company Private Limited, Vikee Commercial Private Limited, Dhiraj Commercial Private Limited, Rahul Commercial Private Limited, Setwell Cement Private Limited, Photonics Private Limited, Photonics Fire Protection Systems Private Limited and Jewel Electro Impex Private Limited merge with the Haryana Distillery Limited (HDL). The appointed date for the same is April 01, 2022.

As on the date of this report, the Scheme is subject to applicable statutory / regulatory approvals and the effect of the Scheme will be accounted after obtaining such approvals. The Independent Valuation Report and fairness opinion obtained by the Company in this regard are available at the registered office of the Company.

The Scheme has been filed with the National Company Law Tribunal, New Delhi on 29th March, 2023 for their approval. The matter is pending adjudication before the Tribunal.

DETAILS OF EMPLOYEES

Recognising the unlimited potential of its human assets, the Company continues to invest in the Human Capital. The Company is one of the oldest Private Sector Employers in Haryana that has the employment of competitive manpower strength. The Company takes pride in being an ethical, fair and equitable employer. The company also takes pride in nurturing dedicated work force in its manufacturing and marketing activities. The Company has the policy of the payment of competitive fair wages/salaries and perks to its employees. The Company continues to immensely focus on developing the individual and organisational learning ability. The Company continues to provide a healthy working environment for its employees. Periodic medical examinations are carried out for all the employees. Round the clock emergency medical services are provided to all the employees. The Company continues to promote wellness culture among employees.

The Company continues to provide a healthy and safe working environment to its employees and contractors. The ultimate goal of the Company is to establish a Zero Accident work environment. It is most fortunate that no untoward incident/fatal accident has taken place in the factory premises



during the past 32 years which was possible only due to strict compliances and co-operation of the entire team. A fully equipped and well versed Emergency plan containing complete detail of safe working is in place at all locations providing necessary governance documentations with regard to provide adequate safety assurance for the working employees.

The Company's Code of conduct ensures that all its employees, suppliers and vendors are required to respect human rights of not only each other, but also of the community in which it operates. The Company continues to promote ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour.

During the period under review, the Company has complied with the provisions of the relevant laws, Acts, Rules Regulations, Guidelines and Standards etc. that remained applicable.

The overall working environment during the year to which it relates remained peaceful. The Board wishes to express its appreciation to all its employees for their contribution towards the working of the Company.

In terms of provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration) Rules, 2014, Prof. Dr. Devendra Kumar Modi, Managing Director of the Company has drawn remuneration of ₹76.80 Lacs during the FY 2024-25.

A modern progressive people environment where purpose driven talent is attached, engaged, motivated by a consistent meritocratic HR framework and where high quality leaders capable of realising HDL business goals are identified, encouraged and rewarded.

The Company targets zero injuries and incidents. The Operating Management system (OMS) is a framework to deliver and sustain conformance to the essentials, followed by excellence. In operating activities and processes. The OMS provides a systematic and consistent approach for reducing Health, Safety and Environment (HSE) risks in operating activities.

The Company believes in delivering safe, compliant and reliable operations to lead sustainable competitive advantage. In order to achieve the goal, the Company requires improvements in all aspects of the Elements of Operating i.e. Plant process, people and performance. The Group Essentials (GE) outlines the risk mitigation, strategies, legal and regulatory compliances. HDL's conformance with the requirements and a rigorous application of basic operations knowledge. It also creates a platform for sustainable improvement allowing HDL to capture additional value through efficiency and sustaining excellence in operating.

The Company conducts its operations considering safety of its employees, suppliers and vendors, as well as communities in which HDL operates. In overall there had been the complete industrial peace during the year.

ENVIRONMENT

Natural Capital is a core area where the Company pays unabated attention. As a corporate social responsible citizen and conscious about the prevalence of natural environment, the Company has been working on ecology and environment control having taken effective steps in this regard. The Company has already in place of state of the Art Effluent Treatment Plant (ETP's) and Air Pollution control system (APCM) using the latest technologies. The Company has achieved the status of being a Zero Liquidity Effluent Discharge (ZLD) unit from July, 2009 and onwards. Further, efforts were made by the company to remain in the forefront with respect to the prevention and control of pollution by adopting emerging technologies for conservation of environment.

The Company also has been controlling the air pollution and noise pollution by its installing and commissioning the "Multi Cyclone Separators" readily built in Boilers and its installation of "Acoustic Chambers" on its power generation sets complying with the provisions of the Air (Prv. & control of Pollution) Act, 1981 and its Noise Pollution (Regulation and control) Rules, 2000. The Company also has installed and commissioned the "Online Stack Emission Monitoring System" furnishing continuous online monitoring reports to HSPCB and CPCB. The environment control systems operated by the Company have real time capabilities for monitoring by the statutory authorities.

There is now close to zero dependency on fossil fuels. The agro waste forms the primary fuel for its operations which is used to generate steam and power.

The Company has taken decisive steps to improve the energy efficiency in its operations, thereby reducing green house emissions. A dedicated team works relentlessly to identify and implement energy conservation initiative resource optimization and renewable energy projects at the manufacturing sites.



Since the water is a scarce resource, the Company continuous to take effective steps to conserve the water. Effective efforts are being made by the Company to re-circulate/re-use the process water wherever possibility is there so that the dependency in using the ground water is reduced. The Company has also set up Rain Water Harvesting units to recharge the ground water level and become a net water positive Company.

The Company has been granted consent to operate for a five year block period i.e. upto 30th September, 2026 by the Haryana State Pollution Control Board. The Company is also complying with all the applicable Laws and Acts that govern the Company with respect to environment control, Hazardous waste management, Noise Pollution/Air Pollution and other Acts.

Working towards greening the environment has been a continuous and ongoing project. The Company takes initiative in planting trees in and around its factory and nearby areas. Till date about 62000 trees have been planted. The trees are the lungs that help us breathe and the Company is doing its best.

WATER / AIR POLLUTION / HAZARDOUS MANAGEMENT CONTROL MONITORING REPORTING SYSTEM

Besides being fully equipped to fulfil the object of Water/Air/Noise Pollution control, the company also has got installed a PTZ Camera to monitor the flow of the quantity of spent wash to ETP besides providing the most modern "Online Stack Emission Monitoring System" (OSEMS) along with the installation of a "Web Camera" at the final outlet discharge point of the factory to ensure making adequate compliance of the achievement of Zero Liquid Discharge (ZLD) norms duly continued reporting of the same.

The working of the aforesaid equipment are electronically connected with the Online Screening System of HSPCB/CPCB to ensure doing regular monitoring of the same. The arrangement made by the Company in this regard are very efficient, that the Online Monitoring System for the Effluent/Water and Stack emission discharge reading is persistently being watched and recorded by the Pollution Controlling authorities on real time basis.

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

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3) of the Companies Act, 2013, read with the Rule 8 of Companies (Accounts of Companies) Rules, 2014 is annexed as **Annexure E** to this Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended March 31, 2025

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

The Company is committed to provide a protective environment at workplace to all its women employees, to ensure that every woman employee is treated with dignity and respect. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2024-25:

- No. of Complaints received: NIL
- No. of Complaints disposed: NIL
- No of cases pending for more than 90 days : NIL
- No of workshops against sexual harassment carried : NIL

DISCLOSURE RELATED TO MATERNITY BENEFIT ACT, 1961

In accordance with Rule 8(5)(xiii) of the Companies (Accounts) Second Amendment Rules, 2025 (effective 14 July 2025), the Company adheres to the provisions of the Maternity Benefit Act, 1961, through a well-defined internal policy that ensures compliance for the employees who meet the eligibility criteria.



SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors to the best of their knowledge and belief confirm that:

- (i) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the directors had 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 have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

No such fraud is reported by the Auditors in their Auditor's Report during the year ended March 31, 2025.

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

No application has been made, and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the financial year hence, this clause is not applicable to the company.

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

The Company did not avail one-time settlement of Loan from the Banks or Financial institutions; hence this clause is not applicable to the company.

ACKNOWLEDGMENT

Your Directors wish to place on record its sincere thanks to all its stakeholders, customers, vendors, bankers, Regulatory authorities and the Central and State Government Authorities for extending support to your Company. The Board also places on record sincere appreciation of the contribution made by all the employees with commitment and dedication and our shareholders for placing their faith and trust on the Board. We look forward to their continued support in future.

Place: New Delhi
Date: October 06, 2025

For and on behalf of the Board
For Haryana Distillery Limited

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367



ANNEXURES TO THE BOARD'S REPORT

Annexure A

NOMINATION AND REMUNERATION POLICY**PREAMBLE**

The Board of Directors ("the Board") on the recommendation of the Nomination and Remuneration Committee ("the Committee") has approved and adopted this Nomination and Remuneration Policy (the "Policy") in compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder.

OBJECTIVES

The main objectives of this Policy are:

- To lay down criteria terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive including Independent Directors), Key Managerial Personnel ("KMP") and persons who may be appointed in senior management positions.
- To lay down criteria for determining the Company's approach to ensure adequate diversity in its Board.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage for the Company.
- To determine remuneration of Directors, KMPs and other senior management personnel's keeping in view all relevant factors including industry trends and practices.
- To provide for rewards linked directly to their effort, performance, dedication and achievement of Company's targets.
- To reduce rate of attrition by providing better working environment.

A. ATTRIBUTES, QUALIFICATIONS AND DIVERSITY**Directors and Key Managerial Personnel**

The Committee shall be responsible for identifying a suitable candidate for appointment as Director or as KMP of the Company.

The Board shall consist of such number of Directors as is necessary to effectively manage the Company of the size and nature as of Haryana Distillery, subject to a minimum of 3 and maximum of 15, including woman Directors. The Board shall have an appropriate combination of Executive, Non-Executive and Independent Directors.

While evaluating a person for appointment / re-appointment as Director or as KMP, the Committee shall consider and evaluate number of factors including but not limited to background, knowledge, skills, abilities (ability to exercise sound judgment), professional experience & functional expertise, educational and, personal accomplishment, age, experience, understanding of the liquor / spirit sector/ industry, marketing, technology environment, finance and other disciplines relevant to the business etc. and such other factors that the Committee might consider relevant and applicable from time to time towards achieving a diverse Board.

The Committee shall ensure that the proposed director satisfies the following additional criteria:

- Eligible for appointment as a Director on the Board of the Company and is not disqualified in terms of Section 164 and other applicable provisions of the Companies Act, 2013.
- Has attained minimum age of 25 years and is not older than 70 years.
- Does not hold directorship in more than 20 companies (including private and public limited companies) or 10 public limited companies incorporated in India.
- Will be able to devote sufficient time and efforts in discharge of duties and responsibilities effectively.

While evaluating a person for appointment / re-appointment as an Independent Director, the Committee shall ensure that the proposed appointee satisfies the following additional criteria:

- Meet the baseline definition and criteria of "independence" as set out in Section 149 of the Companies Act, 2013 and other applicable laws.
- Should not hold the position of Independent Director in more than seven Indian listed companies and if serving as whole-time director in any Indian listed company then in not more than three Indian listed companies.



- Should not hold any board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.

The reappointment / extension of term of any Board members shall be on the basis of their performance evaluation report.

Senior Management

While evaluating a person for appointment / re-appointment in a senior management position, the management shall consider various factors including individual's background, competency, skills, abilities (viz. leadership, ability to exercise sound judgment), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz. marketing technology, finance or such other discipline relevant to present and prospective operations of the Company.

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise of all members of management one level below the Executive Directors, including all functional heads.

B. REMUNERATION POLICY

Board Members

The overall limits of remuneration of the Board members including Executive Board Members (i.e. Managing Director, Whole-time Director, Executive Directors etc.) are governed by the provisions of Section 197 of the Companies Act, 2013, rules made thereunder and shall be approved by the shareholders of the Company and shall be subject to availability of profits of the Company.

Within the overall limit approved by the shareholders, on the recommendation of the Committee, the Board shall determine the remuneration. The Board can determine different remuneration for different directors on the basis of their role, responsibilities, duties, time involvement etc.

Non-Executive Directors including Independent Directors

Pursuant to the provisions of the Section 197 of the Companies Act, 2013, rules made thereunder and the shareholders' approval, the Board has approved the following remuneration for Non-Executive Directors (including Independent Directors):

Sitting Fees

The Independent Directors will be entitled to sitting fee of INR 5,000/- for each Board meeting and INR 500/- for each Committee meeting. If the Board appoint any person as an alternate Director to an Independent Director, such person will be entitled to sitting fee for the relevant meeting.

Executive Board Members (Managing Director, Whole-time Director, Executive Directors etc.)

The remuneration (including revision in the remuneration) of Executive Board members shall be approved by the Board on the basis of the recommendation of the Nomination and Remuneration Committee.

The remuneration payable to Executive Board members shall consist of Fixed Pay, which is payable monthly, and shall include basic pay, contributions to retirement benefits, house rent allowance or company-leased accommodation and other perquisites and allowances as per the Company's policy.

Remuneration to Key Managerial Personnel (other than Managing Director and Whole-time Director), Senior Management and other employees

The remuneration of Key Managerial Personnel (other than Managing Director and Whole-time Director), senior management and other employees, shall be as per the compensation and appraisal policy of the Company.

The remuneration of Key Managerial Personnel (other than Managing Director and Whole-time Director), senior management and other employees shall consist of Fixed Pay, which is payable monthly and include basic pay, contributions to retirement benefits, house rent allowance or company-leased accommodation and other perquisites and allowances as per the Company's policy.

DISCLOSURES BY THE COMPANY

This Policy shall be disclosed in the Company's Annual Report.

GENERAL

The Managing Director is authorized to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs w.r.t. Directors' any matter covered by this



policy. The amended policy shall be placed before the Board for noting and ratification.

Place: New Delhi
Date: October 06, 2025

**For and on behalf of the Board
For Haryana Distillery Limited**

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367

Annexure B

COMPOSITION, MEETINGS AND ATTENDANCE OF THE BOARD AND BOARD COMMITTEES

Board Meetings

Name of the Director	Designation	No. of Board meetings attended (total held during tenure)
Prof. Dr. Devendra Kumar Modi	Managing Director	6 (6)
Dr. Shashi Kumar Nair	Whole-time Director	6 (6)
Mr. Dinesh Chander Kaushik	Whole-time Director	6 (6)
Mr. Atul Kumar Singh	Non-Executive Director	2 (6)
Mr. Sanjay Gupta	Non-Executive Director	6 (6)
Mr. Tarun Jain	Independent Director	6 (6)
Mr. Deepankar Sharma	Independent Director	5 (6)
Mr. Hari Om Sharma	Non-Executive Director	5 (6)

Audit Committee Meetings

Name	Category	No. of meetings attended (total held during tenure)
Mr. Dinesh Chander Kaushik	Whole-time Director	6 (6)
Mr. Tarun Jain	Independent Director	6 (6)
Mr. Deepankar Sharma	Independent Director	6 (6)
Mr. Hari Om Sharma	Non-Executive Director	6 (6)

Nomination and Remuneration Committee Meetings

Name	Category	No. of meetings attended (total held during tenure)
Mr. Atul Kumar Singh	Non-Executive Director	0 (4)
Mr. Tarun Jain	Independent Director	4 (4)
Mr. Deepankar Sharma	Independent Director	4 (4)
Mr. Hari Om Sharma	Non-Executive Director	4 (4)

Stakeholders Relationship Committee Meetings

Name	Category	No. of meetings attended (total held during tenure)
Mr. Atul Kumar Singh	Non-Executive Director	1 (2)
Dr. Shashi Kumar Nair	Whole-time Director	2 (2)
Mr. Tarun Jain	Independent Director	2 (2)

**Corporate Social Responsibility Committee Meetings**

Name	Category	No. of meetings attended (total held during tenure)
Dr. Shashi Kumar Nair	Whole-time Director	No Meeting Held
Mr. Atul Kumar Singh	Non-Executive Director	
Mr. Tarun Jain	Independent Director	

Asset Sale Committee Meetings

Name	Category	No. of meetings attended (total held during tenure)
Dr. Shashi Kumar Nair	Whole-time Director	2 (2)
Mr. Atul Kumar Singh	Non-Executive Director	2 (2)
Mr. Dinesh Chander Kaushik	Whole-time Director	2 (2)

Project Committee Meetings

Name	Category	No. of meetings attended (total held during tenure)
Dr. Shashi Kumar Nair	Whole-time Director	No Meetings Held
Mr. Dinesh Chander Kaushik	Whole-time Director	

Place: New Delhi
Date: October 06, 2025

**For and on behalf of the Board
For Haryana Distillery Limited**

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367

Annexure C
**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY
PREAMBLE**

Before Corporate Social Responsibility (CSR) found a place in corporate lexicon, it was already textured into Modi Group's value systems.

Haryana Distillery believes that CSR means investing part of our surplus beyond business, for the larger good of society.

OUR VISION

To provide opportunities for children and youth and their families to move from poverty and dependence to self-reliance and lead a life of dignity. We believe that sustainable and meaningful education, skill development and training can bring a big change in the society, particularly those who are the underprivileged. We believe by supporting employable education, healthcare support, vocational training and skill development we would be enhancing the human intangible asset by making their lives more dignified and filled with happiness.

Recognizing the responsibilities towards society, we intend to support various initiatives in the field of education, healthcare, vocational healthcare etc. and various other charitable and noble aids. Haryana Distillery believes in promoting and supporting the rehabilitation of the physically and visually challenged persons to help them lead a life of dignity. Haryana Distillery is closely associated with the NGOs, Societies, trust who help to assess the requirements of the community and move to fill the gaps.

Haryana Distillery resolves to contribute towards development of knowledge based economy by discharging corporate social responsibilities (CSR) that would positively impact on customers, employees, shareholders, communities and other stakeholders in various aspects of its operations.



POLICY IMPLEMENTATION

1. Constitution of CSR Committee

As per Section 135 of Companies Act 2013

- i) Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.
- 2) The Board's report under sub-section (3) of section 134 shall disclose the composition of the Corporate Social Responsibility Committee.
- 3) The Corporate Social Responsibility Committee shall,—
 - (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
 - (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
 - (c) monitor the Corporate Social Responsibility Policy of the Company from time to time.
- 4) The Board of every company referred to in sub-section (1) shall,—
 - (a) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any, in such manner as may be prescribed; and
 - (b) ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the Company.
- 5) The Board of every company referred to in sub-section (1), shall ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy:
 Provided that if the company fails to spend such amount, the Board shall, in its report made under clause (c) of sub-section (3) of section 134, specify the reasons for not spending the amount.
 (Explanation.—For the purposes of this section "average net profit" shall be calculated in accordance with the provisions of section 198.)

The Board has constituted CSR Committee on 12th November 2014. The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirements.

The CSR Committee shall –

- (a) Formulate and recommend CSR Policy to the Board of Directors as per the provisions of Companies Act, 2013 and rules made there under;
 - (b) Recommend the amount of expenditure to be incurred on the activities referred to in Schedule VII of the Companies Act, 2013; and
 - (c) Monitor the Corporate Social Responsibility Policy of the Company, from time to time.
- 2. Activities permitted to be undertaken under corporate social responsibility**
 The donations / contributions and community development activities may be undertaken by the Company in the following fields –
- a) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
 - b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
 - c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
 - d) Promoting and supporting the rehabilitation of the physically and visually challenged



- persons to help them lead a life of dignity;
- e) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;
 - f) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - g) Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
 - h) Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
 - i) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 - j) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - k) Rural development projects.
 - l) Slum area development.
 - m) Disaster management, including relief, rehabilitation and reconstruction activities.
- 3. Prohibited activities under CSR**
Haryana Distillery will abstain from carrying out following activities under CSR which may create dissatisfaction among any section of the Society: -
- a) Contribution of any amount directly or indirectly to any political party under Section 182 of the Companies Act, 2013.
 - b) Activities undertaken in pursuance of normal course of business of the Company.
 - c) Programs or activities undertaken for the benefit of only of the employees of the Company and their families.
- 4. Funding**
The allocation of funds for CSR projects & activities will be restricted to the limits prescribed under the Companies Act, 2013 and the rules made there under.
- 5. Audit**
All CSR activities and expenses made thereon will be subject to audit by the Company's Auditors.
- 6. Disclosure**
The Board's Report shall give an annual report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 giving details required thereunder.

Place: New Delhi
Date: October 06, 2025

**For and on behalf of the Board
For Haryana Distillery Limited**

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367



Annexure D

Form No. AOC-1
Statement containing salient features of the financial statement of subsidiaries/
Associate companies/ joint ventures
Part “A”: Subsidiaries

(Amount in Rs.)

Name of the subsidiary	Circle Trade Overseas Private Limited
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March 2025
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	(N.A.)
3. Share capital	4,00,300
4. Reserves & surplus	29,66,973
5. Total assets	5,62,10,565
6. Total Liabilities	5,62,10,565
7. Investments	NIL
8. Turnover	NIL
9. Profit before taxation	10,38,057
10. Provision for taxation	2,70,051
11. Profit after taxation	7,68,006
12. Proposed Dividend	NIL
13. % of shareholding	100

The following information shall be furnished:-

- 1. **Names of subsidiaries which are yet to commence operations**-Circle Trade Overseas Pvt. Ltd.
- 2. **Names of subsidiaries which have been liquidated or sold during the year**- Both Modern Spinners Ltd & Vishal Syntex Ltd are under liquidation.



Part "B" Associates and Joint Ventures -

Name of Associates/Joint Ventures	A Ltd.	B Ltd.	C Ltd.
1. Latest audited Balance Sheet Date			
2. Shares of Associate/Joint Ventures held by the company on the year end			
No.			-----N.A.-----
Amount of Investment in Associates/Joint Venture			
Extend of Holding %			
3. Description of how there is significant influence			
4. Reason why the associate/joint venture is not consolidated			
5. Networth attributable to Shareholding as per latest audited Balance Sheet			
6. Profit / Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

The following information shall be furnished:-

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

Place: New Delhi
Date: October 06, 2025

For and on behalf of the Board
For Haryana Distillery Limited

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367



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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given below:

A. CONSERVATION OF ENERGY

The details of:

- i) The steps taken or impact on conservation of energy;
- ii) The steps taken by the Company for utilizing alternate sources of energy;
- iii) The capital investment on energy conservation equipments are as follows:

Conservation of energy, reduction in the release of greenhouse gases, reducing the carbon footprint ecological sustainability through implementation of advance technology remained one of the key focus areas of the Company. Company has already commissioned an advanced most modern high pressure boiler and steam turbine so as to generate electricity for its own captive consumption which is working quite satisfactorily. The high pressure boiler and the steam turbine have been put into use during the year and the unit is capable of generating more than 1 MW of power which is sufficient for the process. By implementing this project the Company aims to reduce its dependency on grid power which is generated mostly by large corporations using fossil fuel. The high pressure boiler and turbine set uses agri waste as fuel to generate steam and power. This has not only helped the Company in reducing the use of fossil fuel and conservation of energy but also in reducing its carbon foot print. The Company continues to implement its stated objectives of using natural resources in a responsible manner and becoming net neutral in their consumption.

The Company's Engineering team has also designed systems to re-circulate water at high temperature for its manufacturing process heating in the fermentation section, feed water to boiler, etc., thereby saving heat energy.

The Company has also optimized its lighting requirement by using modern lighting systems. Emphasis is laid on using natural lighting as much as possible and the glazing and roofing have been accordingly modified. The Company has also started the gradual replacement of its existing lights by using LED bulbs for lighting.

Due to the adoption of the newly designed ETP systems complying to the Zero Discharge of Trade Effluents using innovative technologies considerable saving in water consumption and energy has been achieved. The entire trade effluent and blow down water is treated and re-circulated in the system to optimize water resources and drastically reducing water requirements. This has helped in the reduced hours of use of pumps and motors.

The company has taken various steps to save water at various levels including construction of water storage tank. This will help to save electricity besides the saving in water consumption.

B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

- i) **The efforts made towards technology absorption:**

Your Company is engaged in continuous Research and Development in order to improve the quality of its Extra Neutral Alcohol so as to surpass the expectations of its customers. Process technology has also been improved to increase the yield of spirit without the compromise in quality, taste and sense evaluation.



It has started using new strains of Yeast to help optimize the fermentation of the molasses and increase the yield of alcohol. This new focus area has helped the company to reduce the volume of trade effluents besides increase in productivity.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

This team has also developed a new feed and combustion system for the burning of dried trade effluents of low Calorific Value in its existing boilers.

The team of Environmental and Process Engineers and Chemists has also been able to adapt and adopt new 'green' technologies wherever possible in contributing to reduction of effluents by using nano RO technology and using efficient energy reduction systems to incinerate the concentrated trade effluents by using lower calories. The R & D efforts are an on-going part of the company's activities.

The Company has commissioned the 16 TPH high pressure boiler and steam for own generation of power. It is now in the process of further improving the working of the system.

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable

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:

Exports/ Foreign Exchange earnings: NIL

Import/ Expenditure in Foreign Currency: NIL

Place: New Delhi
Date: October 06, 2025

**For and on behalf of the Board
For Haryana Distillery Limited**

Prof. Dr. Devendra Kumar Modi
Managing Director
DIN: 00351859

Dr. Shashi Kumar Nair
Whole-time Director
DIN: 00356367



Independent Auditors' Report on Financial Statements

TO

THE MEMBERS OF M/s HARYANA DISTILLERY LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **HARYANA DISTILLERY LIMITED** which comprises the Balance Sheet as at 31st March 2025, and the Statement of Profit and Loss and Cash Flows for the year ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit 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 Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditors' 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 during the course of our 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 Responsibility for the Financial Statements

The Company's management and Board of Directors are Responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and



detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - i) 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;
 - ii) 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;
 - iii) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - iv) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under;
 - v) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - vi) 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" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
 - vii) With respect to the other matters to be included in the Auditor's Report in accordance with requirement of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to 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 of the Act.
 - viii) 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 details of pending litigations on its financial position in its standalone financial statements under Notes 28.3.7 to 28.3.21;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv) a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 c) Based on the audit procedures performed that have been 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) of Rule 11(e), as provided under (a) and (b) above contain any material misstatement.
- v) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Arora & Choudhary Associates

Chartered Accountants

Firm Reg. No. 03870N

Date: 06.10.2025

Place: New Delhi

Vijay Kumar Choudhary

Partner

Membership No. 081843

UDIN: 25081843BMKQXA2018



Annexure "A" To the Independent Auditors' Report under CARO 2020

With reference to the Annexure referred to in paragraph 1 under the heading Report on Other Legal and Regulatory Requirements of Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2025, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) the Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified in phased manner over a period of three years except those assets which were vested with the Company due to implementation of the scheme of demerger sanctioned by BIFR and situated at a place other than works at Yamuna Nagar. In accordance with this program, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) 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 disclosed in the standalone financial statements are held in the name of the Company except for those properties which have been vested with the Company, and in the possession of the Company, in terms of the scheme of revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (SS-04) by the Hon'ble BIFR vide its order dated 25/03/2004 and in terms of the orders of the Hon'ble Delhi High Court in WP(C) No. 7424/2007 dated 19/12/2007 and 07/01/2008, wherein the said properties stand vested in favour of Haryana Distillery Limited without further act or deed in terms of Section 18(6A) of SICA.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets of both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (ii) (a) The inventories have been physically verified during the year by management. In our opinion, the frequency of verification is reasonable. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and the book records were not material in relation to the operation of the Company and the same have been properly dealt within the books of account.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such bank are in agreement with the books of account of the Company.
- (iii) The Company has granted advance for purchase of Assets, to a body corporate covered under the Register maintained u/s 189 of the Companies Act, 2013, to be sold, by the body corporate, in terms of directions of the Hon'ble BIFR as per scheme Sanctioned vide its order dated 25.03.2004 under the provisions of SICA, 1985.

As explained by the management that the amount involved for purchase of assets is of the nature of advance and accordingly no interest is charged, in our opinion, the other terms and conditions on which the advance has been granted to the body corporate listed in the register maintained under section 189 of the Companies Act, 2013 are not, prima facie, prejudicial to



the interest of the company. The terms of arrangement do not stipulate any repayment schedule. Accordingly the provisions of clause ii (b) of the Order are not applicable to the Company in respect of repayment of the principal amount.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given, no other advances have been given except for advance given to Modi Spinning & Weaving Mills Co Ltd for purchase of its fixed assets.
- (v) The Company has not accepted any deposits from the public and 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.
- (vi) According to information and explanations given to us, the company is not required maintain cost records as prescribed by Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, customs duty, value added tax, cess, Goods and Services Tax (GST) and other material statutory dues during the year with the appropriate authorities. As on March 31, 2025, there are no such undisputed dues payable for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, following are dues of taxes of sales tax, income tax, custom duty, wealth tax, excise duty, value added tax outstanding on account of any dispute.

Name of Statute	Nature of dues	Amount Demanded (Rs. in lakhs)	Amount Paid (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
State Excise Act, Haryana	Excise Duty	0.36	0	1984-85	Financial Commissioner, Haryana
State Excise Act, Haryana	Excise Duty	1.55	0	1978-79	Supreme Court
Haryana Local Development Act, 2000 and Haryana Entry of Goods & Local Area Act, 2008	Entry Tax including Interest, as applicable	630.19	0	01-01-2007 to 31-03-2009	Supreme Court

- (viii) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) a. In our opinion and according to the information and explanations given to us and the records examined by us, the company has not defaulted in repayment of principal and interest to banks, financial institutions. Accordingly, Clause 3(ix)(a) is not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- c. According to the information and explanations given to us and the records examined by us, term loans have been applied for the purpose for which they were taken. Hence, reporting under clause 3(ix)(c) is not applicable.



- d. According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, no funds raised on short-term basis have been used for long-term purposes by the company.
- e. According to the information and explanations given to us and on an overall examination of the financial statements of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised money by means of private placement during the year. Accordingly, paragraph 3(x)(b) is not applicable.
- (xi) a. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company, accordingly clause 3(xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have obtained all the internal audit reports of the company on timely basis, hence the internal audit reports have been entirely considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.
- b. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- c. According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The company has incurred profit in the current and cash losses of ₹ 983.62 lacs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our



knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) a. There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- b. There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **Arora & Choudhary Associates**

Chartered Accountants

Firm Reg. No. 03870N

Date: 06.10.2025

Place: New Delhi

Vijay Kumar Choudhary

Partner

Membership No. 081843

UDIN: 25081843BMKQXA2018



**Annexure – B to the Independent Auditors' Report on the Final Statements of Haryana Distillery Ltd.
Report on the internal financial controls with reference to the aforesaid financial statements under clause
(i) of sub-section 3 of section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(vi) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 with Reference to Financial Statements

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

Opinion

We have audited the internal financial controls with reference to financial statements of **HARYANA DISTILLERY LIMITED** ("the Company") as of 31st March 2025 in conjunction with our audit of the financial statements of the company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2025, based on the criteria for internal financial control over financial reporting 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.

For Arora & Choudhary Associates
Chartered Accountants
Firm Reg. No. 03870N

Date: 06.10.2025
Place: New Delhi

Vijay Kumar Choudhary
Partner
Membership No. 081843
UDIN: 25081843BMKQXA2018

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Balance Sheet as at 31 March, 2025



Particulars	Note No.	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,803.34	1,803.34
Reserves and Surplus	4	<u>5,693.86</u>	<u>5,242.72</u>
		7,497.20	7,046.04
Non-Current Liabilities			
Long-Term Borrowings	5		
(a) Secured Loans		184.18	196.20
(b) Unsecured Loans		200.96	189.28
Other Long-Term Liabilities	6	131.56	148.28
Long-Term Provisions	6a	111.06	162.32
Deferred Tax Liability	32	<u>336.10</u>	<u>305.33</u>
		963.86	1,001.41
Current Liabilities			
Trade Payables	7		
(a) Total Outstanding dues of Micro Enterprises and Small Enterprises		186.36	731.28
(b) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		149.69	796.08
Other Current Liabilities	8	615.58	1,306.10
Short-Term Provisions	9	<u>129.17</u>	<u>223.00</u>
		1,080.80	3,056.46
TOTAL		<u>9,541.86</u>	<u>11,103.91</u>
ASSETS			
Non-Current Assets			
Property, Plant & Equipment			
Tangible Assets	10.a	7,004.03	6,960.40
Intangible Assets	10.b	8.10	11.09
Capital Work-in-Progress	10.c	2.47	357.23
Non Current Investments	11	174.84	174.84
Long-Term Loans and Advances	12	615.77	539.46
Other Non-Current Assets	13	<u>56.34</u>	<u>59.05</u>
		7,861.55	8,102.07
Current Assets			
Inventories	14	377.18	1,226.59
Trade Receivables	15	2.31	322.40
Cash and Cash Equivalents	16	1,092.78	1,141.80
Short-Term Loans and Advances	17	191.12	258.01
Other Current Assets	18	16.92	11.87
Other Current Assets held for Sale	19	-	41.17
		<u>1,680.31</u>	<u>3,001.84</u>
TOTAL		<u>9,541.86</u>	<u>11,103.91</u>
Corporate Information	1		
Significant Accounting Policies	2		
Accompanying notes from 1 to 34 are an integral part of the financial statements			

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKQXA2018

Place : New Delhi
Date : 06.10.2025

For and on behalf of the Board of Directors

D C Kaushik
Whole Time
Director
DIN: 00057999

Dr. S.K. Nair
Whole Time
Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing
Director
DIN: 00351859

J.K. Jain
CFO

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Statement of Profit and Loss for the year ended 31 March, 2025



Particulars	Note No.	For the year ended 31 March 2025 (₹ in lacs)	For the year ended 31 March 2024 (₹ in lacs)
Revenue from Operations (Gross)	20	9,861.29	14,763.59
Less: Excise Duty		11.32	4.80
Revenue from Operations (Net)		9,849.97	14,758.79
Other Income	21	94.68	70.69
Total Revenue		9,944.65	14,829.48
Expenses			
Cost of Materials Consumed	22	6,653.88	10,989.77
Excise Duty		(3.25)	0.11
Changes in Inventories of finished goods & work-in-progress	23	737.44	(110.98)
Employee Benefits Expense	24	878.46	1,438.13
Finance Costs	25	54.07	29.94
Depreciation and Amortisation Expenses	10.a & b	386.01	368.91
Other Expenses	26	2,096.74	3,677.44
Total Expenses		10,803.35	16,393.32
Profit / (Loss) Before Exceptional Items & Before Tax		(858.70)	(1,563.84)
Exceptional Items	27	1,340.62	211.31
Profit / (Loss) After Exceptional Items & Before Tax		481.93	(1,352.53)
Tax Expense:			
Current tax expense		-	-
Tax Adjustment for Earlier Year		-	-
Deferred Tax		30.77	125.52
Profit / (Loss) for the year		451.16	(1,478.05)
Earnings Per Equity Share (Face Value ₹ 10/- each)			
Basic (₹)	32	2.50	(8.20)
Diluted (₹)	32	2.50	(8.20)

Corporate Information 1
Significant Accounting Policies 2
Accompanying notes from 1 to 34 are an integral part of the financial statements

For and on behalf of the Board of Directors

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKQXA2018

D C Kaushik
Whole Time
Director
DIN: 00057999

Dr. S.K. Nair
Whole Time
Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing
Director
DIN: 00351859

Place : New Delhi
Date : 06.10.2025

J.K. Jain
CFO

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Cash Flow Statement for the year ended 31 March, 2025



Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
A. Cash Flow from Operating Activities		
Net Profit after extraordinary items and tax	451.16	(1,478.05)
<i>Adjustments for:</i>		
Depreciation and amortisation	386.01	368.91
Profit on sale of assets	(1,021.89)	(181.23)
Assets Written Off	-	-
Provision for doubtful debts and doubtful advances	-	-
Deferred Tax	30.77	125.52
Provision for Current Tax (Net TDS and Advance Tax)	-	-
Tax Adjustment for Earlier Year	-	-
Bad debts/Amount Written Off	-	-
Liabilities/Provision no longer required written back	(321.71)	(31.18)
Finance costs	54.07	29.94
Interest Income	(56.68)	(37.16)
Rental income from operating leases	-	-
Tenancy Rights Transfer Charges Received	(29.54)	(28.14)
Operating Profit before Working Capital Changes	(507.82)	(1,231.39)
<i>Adjustments for (Increase) / Decrease in Operating Assets:</i>		
Inventories	849.41	(32.50)
Trade receivables & Other Receivable	320.09	72.39
Loans and advances & other current/non current Assets	(11.76)	689.08
<i>Adjustments for Increase / (Decrease) in Operating Liabilities:</i>		
Trade & Other Liabilities	(1,898.55)	991.89
Provisions	176.62	10.60
	(564.19)	1,731.46
Cash generated from operations	(1,072.01)	500.07
Net income tax (paid) / refunds	-	76.41
Net Cash Flow from Operating Activities (A)	(1,072.01)	423.66
B. Cash flow from investing activities		
Purchase of fixed assets	(167.28)	(1,465.62)
Proceeds from sale of fixed assets	1,158.45	237.31
Purchase of Investments	-	-
Interest received	56.68	37.16
Rental income from operating leases	-	-
Tenancy Rights Transfer Charges Received	29.54	28.14
Net cash flow used in investing activities (B)	1,077.39	(1,163.01)
C. Cash flow from financing activities		
Proceeds from Borrowing	(0.34)	385.48
Finance cost	(54.07)	(29.94)
Issue of Optional Convertible Debentures	-	-
Net cash flow from / (used in) financing activities (C)	(54.41)	355.54
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(49.02)	(383.81)
Cash and cash equivalents at the beginning of the year	1,141.80	1,525.61
Cash and cash equivalents at the end of the year	1,092.78	1,141.80

Notes:

- 1) Cash Flow Statement has been prepared under the indirect method as set out in AS-3
- 2) Cash and Cash Equivalents include ₹21.93 Lacs (PY ₹20.64 Lacs) which are statutorily and contractually restricted accounts
- 3) Previous year figures have been regrouped/recast wherever necessary

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

For and on behalf of the Board of Directors

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKQXA2018

D C Kaushik
Whole Time
Director
DIN: 00057999

Dr. S.K. Nair
Whole Time
Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing
Director
DIN: 00351859

Place : New Delhi
Date : 06.10.2025

J.K. Jain
CFO



HARYANA DISTILLERY LIMITED
Notes forming part of the Financial Statements

Note Particulars

1. Corporate information

Haryana Distillery Ltd (the "Company") is engaged in manufacturing of Spirits, Liquor, management of Real Estate Assets and Renting having its Registered office at 16, Community Centre, New Friends Colony, New Delhi and Works at 21 M, Industrial Area, Yamuna Nagar, Haryana. The Company had acquired all the equity shares of a company during the year 2019-20, namely M/s Circle Trade Overseas Private Limited having its CIN.U74899DL1990PTC039817, having its Registered office at Plot No. 8, OCF Pocket Institution area, Sarita Vihar New Delhi-110076.

2. Significant accounting area

2.1 Basis of Accounting

The Financial Statements have been prepared under historical cost convention on accrual basis of accounting. The generally accepted accounting principles (GAAP) and the Accounting Standards referred under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The disclosures have been made in accordance with amended Schedule-III of the Companies Act, 2013 and the Indian Accounting Standards.

2.2 Inventory Valuation

- a. Stores & Spares – At cost including GST (The cost is determined on annual weighted average cost basis).
- b. Goods-in-transit –At cost including GST.
- c. Raw Material & Fuel – At cost including GST based on FIFO method.
- d. Finished Goods – At lower of Cost or net realizable value, whichever is less. Cost includes raw material cost, power & fuel, packing cost & factory overheads but excludes interest & administration expenses.
- e. Goods-in-process :
 - (i) Unbottled Spirit: At Direct expenses plus appropriate factory overheads on the basis of completed production.
 - (ii) Grain-in-process: At cost.
- f. Valuation has been done at cost including GST, except for reduction in GST to the extent permissible for availing input tax credit, wherever applicable.

2.3 Fixed Assets

- a. Fixed Assets are stated at cost. Cost includes cost of acquisition, freight, duties, taxes and other incidental expenses related to acquisition/installation. Cost includes GST except for reduction in GST to the extent permissible and availed if any.
- b. An asset is treated as impaired, when carrying cost of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in the prior period is reversed if there has been a change in the estimate of the recoverable amount.

2.4 Depreciation

Depreciation on Plant and Machinery is calculated on Straight Line Method and on other fixed assets on reducing balance method as per Schedule II of the Companies Act, 2013 except on buildings which had vested to the company as a result of de-merger of Modi Spinning & Weaving Mills Co. Ltd and are situated at Modi Nagar, due to non availability of actual cost and date of construction, the depreciation on such buildings is continued to be provided on WDV Method @ 5% p.a. Depreciation on Intellectual Property rights is provided @ 25% p.a. and on Software @ 40% p.a. on WDV Method.

2.5 Investments

Long term investments are valued at cost unless there is a decline in value other than temporary.

2.6 Retirement Benefits

Retirement benefits have been recognized in accordance with Accounting Standard 15 (Revised) issued by the ICAI accordingly: -

- a) Short term Employee Benefit-
 - Short Term Employee benefits are recognized in the period during which the services have been rendered.
- b) Long term Employee benefits-
 - (i) Defined Contribution Plan
Provident Fund and Employee's Insurance Scheme -
All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employee and employer make



monthly contribution to the plan at a predetermined rate of employee's basic salary & dearness allowance.

These contributions to Provident Fund are administered by the 'Provident Fund Commissioner. Contributions to Provident Fund are expensed in the Statement of Profit and Loss. The company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined Benefits Plan

(a) Leave Encashment

The liability based on encashable earned leave at the year end is fully provided for.

(b) Gratuity

The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment. The Liabilities with regards to the Gratuity Plan are determined by actuarial valuation as of balance sheet date and are expensed in the Statement of Profit and Loss.

(iii) Actuarial Gains or Losses are recognized as and when incurred.

2.7 Revenue Recognition

- Sale of goods is recognized at the point of dispatch of goods to the customers, net of rebate and discount & excise duty and includes sale of animal feed (DDGS).
- Other items of revenue are recognized on accrual basis in accordance with Accounting Standard-9. Accordingly, wherever there are uncertainties in the ascertainment/realization of income, the same is not accounted for i.e. dividend, insurance claims.

2.8 Taxation

- The Income Tax Liability is provided in accordance with the provisions of the Income Tax Act, 1961.
- Deferred Tax (Assets/Liabilities) is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2.9 Contingent Liabilities:

Liabilities, though contingent, are provided if there are reasonable prospects of such liabilities maturing. Other contingent liabilities, barring frivolous claims, not acknowledged as debt, are disclosed by way of a note.

HARYANA DISTILLERY LIMITED

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Notes forming part of the Financial Statements

Note 3 Share Capital

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Number of Shares	Amount (₹ in lacs)	Number of Shares	Amount (₹ in lacs)
(a) Authorised Equity shares of ₹ 10/- each	20,000,000	2,000.00	20,000,000	2,000.00
(b) Issued, Subscribed and Fully Paid Equity shares of ₹ 10/- each	18,033,365	1,803.34	18,033,365	1,803.34
(c) Reconciliation of the number of Equity shares and amount outstanding at the beginning and at the end of the reporting period:				
Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity shares ₹ 10/- each fully paid up				
Year ended 31 st March, 2025				
- Number of shares	18,033,365	-	-	18,033,365
- Amount (₹ in lacs)	1,803.34	-	-	1,803.34
Year ended 31 st March, 2024				
- Number of shares	18,033,365	-	-	18,033,365
- Amount (₹ in lacs)	1,803.34	-	-	1,803.34
(d) Details of shares held by each shareholder holding more than 5% shares:				



HARYANA DISTILLERY LIMITED
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Notes forming part of the Financial Statements

Class of shares / Name of Shareholders	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of ₹ 10/- each fully paid up				
MACL Securities & Finance Ltd	4,493,800	24.92%	4,493,800	24.92%
Transnational Securities & Finlease Ltd	1,939,500	10.76%	1,939,500	10.76%
Photonics Pvt Ltd	1,000,000	5.55%	1,000,000	5.55%
Pravesh Builders & Developers Pvt Ltd	1,150,000	6.38%	1,150,000	6.38%
Prof. Dr. Devendra Kumar Modi	2,205,409	12.23%	2,205,409	12.23%

Shares held by promoters at the end of the year

S.No.	Promoter Name	No. of Shares	For the F.Y. 2024-25 % of total shares	For the F.Y. 2023-24 % of total shares	% Change during the year
1.	Prof. (Dr.) Devendra Kumar Modi	2,205,409	12.23	12.23	NIL
2.	MacI Securities And Finance Ltd	4,493,800	24.92	24.92	NIL
3.	Dhiraj Commercial Private Limited	885,000	4.91	4.91	NIL
4.	Rahul Commercial Private Limited	865,000	4.80	4.80	NIL
5.	Vikee Commercial Private Limited	750,000	4.16	4.16	NIL
6.	Laoleen Investment Private Limited	170,000	0.94	0.94	NIL
7.	Upasana Investment Private Limited	80,467	0.45	0.45	NIL
	TOTAL	9,449,676	52.41	52.41	NIL

Note 4 Reserves and Surplus

Surplus in Statement of Profit and Loss		
Opening balance	5,242.72	6,720.77
Add: Profit / (Loss) for the year	451.16	(1,478.05)
Closing balance	5,693.86	5,242.72
Total	5,693.86	5,242.72

Note 5 Other Long-Term Liabilities

Term Loans		
(a) Secured Loans		
Banks	184.18	196.20
Secured Loan from HDFC Bank against Fixed Deposit		
(b) Unsecured Loans		
Others	200.96	189.28
Unsecured Loan from MACL Securities & Finance Ltd		
Total	385.14	385.48

Note 6 Other Long-Term Liabilities

(a) Trade Payables		
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises	-	-
(ii) Total Outstanding dues to creditors other than Micro Enterprises and Small Enterprises	69.52	70.28
(b) Others:		
Interest Payable on Security Deposit	18.75	18.96
Trade / security deposits received	12.11	13.76
Expenses Payable	31.09	31.09
Liability for employees	0.02	0.24
Stale Cheques	0.07	13.95
Total	131.56	148.28



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Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note 6(a) Long-Term Provisions		
(a) Provision for Employee Benefits:		
Provision for gratuity	70.41	112.38
Provision for Leave Salary	11.10	18.00
	<u>81.51</u>	<u>130.38</u>
(b) Provision - Others:		
Provision for obsolete stores	29.55	31.94
	<u>29.55</u>	<u>31.94</u>
Total	<u>111.06</u>	<u>162.32</u>
Note 7 Trade Payables		
Trade payables		
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises	186.36	731.28
(ii) Total Outstanding dues to creditors other than Micro Enterprises and Small Enterprises	144.69	791.08
(iii) Others	5.00	5.00
Total	<u>336.05</u>	<u>1,527.36</u>
Note 8 Other Current Liabilities		
Other payables		
(i) Statutory remittances	25.41	132.31
(ii) Trade / security deposits received	4.30	1.65
(iii) Expenses Payable	476.33	595.80
(iv) Liabilities for employees	15.00	43.05
(v) Advance received for sale of properties	94.30	532.84
(vi) Advance Rent Received	0.24	0.45
Total	<u>615.58</u>	<u>1,306.10</u>
Note 9 Short-Term Provisions		
(a) Provision for employee benefits:		
(i) Provision for Bonus	11.88	19.80
(ii) Provision for Gratuity	5.58	5.58
(iii) Provision for Ex-gratia	111.71	194.37
	<u>129.17</u>	<u>219.75</u>
(b) Provision - Others:		
(i) Provision for tax (Net off Advance Tax & TDS)	-	-
(ii) Excise duty on closing stock of finished goods	-	3.25
	<u>-</u>	<u>3.25</u>
Total	<u>129.17</u>	<u>223.00</u>



HARYANA DISTILLERY LIMITED
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Note 10 Property, Plant & Equipment as on 31.03.2025

SR NO	PARTICULARS	OPENING	GROSS CARRYING VALUE ADDITIONS/ DEDUCTIONS/ ADJUSTMENT	CLOSING	OPENING	DEPRECIATION / AMORTISATION FOR THE YEAR	DEDUCTIONS	CLOSING	RETAINED EARNINGS EFFECT	NET CARRYING VALUE
(₹ in lacs)										
A	TANGIBLE ASSETS									
	LAND	953.35	44.34	961.18	-	-	-	-	-	961.18
	BUILDING	777.22	8.06	782.97	414.65	28.10	-	442.75	-	340.22
	PLANT & MACHINERY	7,872.12	467.13	7,859.37	2,284.00	338.39	429.58	2,192.81	-	5,666.56
	ELECTRIC INSTALLATION	91.40	0.18	91.55	83.56	1.00	0.03	84.53	-	7.02
	TUBEWELL	21.78	-	21.78	19.36	0.64	-	20.00	-	1.78
	MOTOR CARS, TRUCK & TRACTOR	79.46	-	73.80	63.45	4.58	-	68.03	-	5.77
	COMPUTER	24.27	1.43	25.70	17.66	4.47	-	22.13	-	3.57
	FURNITURE & FIXTURES	120.77	0.30	120.87	97.29	5.84	0.19	102.94	-	17.93
	TOTAL	9,940.37	521.44	9,937.22	2,979.97	383.02	429.80	2,933.19	-	7,004.03
B	INTANGIBLE ASSETS									
	INTELLECTUAL PROPERTY RIGHTS	983.31	-	983.31	975.17	2.39	-	977.56	-	5.75
	COMPUTER SOFTWARE	4.40	-	4.40	1.46	0.60	-	2.06	-	2.34
	TOTAL	987.71	-	987.71	976.63	2.99	-	979.62	-	8.10
C	CAPITAL WORK IN PROGRESS	356.63	-	354.16	-	-	-	-	-	2.47
	TOTAL (A+B+C)	11,284.71	521.44	10,927.40	3,956.61	386.01	429.80	3,912.81	-	7,014.60

Previous Year Figures of Property Plant & Equipment as on 31.03.2024

SR NO	PARTICULARS	OPENING	GROSS CARRYING VALUE ADDITIONS/ DEDUCTIONS/ ADJUSTMENT	CLOSING	OPENING	DEPRECIATION / AMORTISATION FOR THE YEAR	DEDUCTIONS	CLOSING	RETAINED EARNINGS EFFECT	NET CARRYING VALUE
(₹ in lacs)										
A	TANGIBLE ASSETS									
	LAND	233.98	756.46	953.35	-	-	-	-	-	953.35
	BUILDING	723.75	55.31	777.22	384.85	29.80	-	414.65	-	362.57
	PLANT & MACHINERY	6,575.94	1,422.31	7,872.12	2,076.58	316.04	108.62	2,284.00	-	5,588.12
	ELECTRIC INSTALLATION	90.33	1.07	91.40	82.51	1.05	-	83.56	-	7.94
	TUBEWELL	20.13	1.65	21.78	19.05	0.31	-	19.36	-	2.42
	MOTOR CARS, TRUCK & TRACTOR	80.10	-	79.46	56.06	7.39	-	63.45	-	16.01
	COMPUTER	17.43	6.84	24.27	14.57	3.09	-	17.66	-	6.61
	FURNITURE & FIXTURES	111.89	8.88	120.77	89.93	7.36	-	97.29	-	23.48
	TOTAL	7,853.55	2,251.52	9,940.37	2,723.55	365.04	108.62	2,979.97	-	6,960.40
B	INTANGIBLE ASSETS									
	INTELLECTUAL PROPERTY RIGHTS	983.31	-	983.31	971.97	3.20	-	975.17	-	8.14
	COMPUTER SOFTWARE	2.28	2.12	4.40	0.78	0.68	-	1.46	-	2.94
	TOTAL	985.59	2.12	987.71	972.75	3.88	-	976.63	-	11.08
C	CAPITAL WORK IN PROGRESS	1,145.25	354.21	1,142.83	-	-	-	-	-	356.63
	TOTAL (A+B+C)	9,984.39	2,607.85	11,284.71	3,696.30	368.92	108.62	3,956.61	-	7,328.12



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Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note 11 Non Current Investments		
INVESTMENT IN REC BONDS	150.00	150.00
INVESTMENT IN EQUITY INSTRUMENTS		
In Subsidiaries- Unquoted		
Circle Trade Overseas Private Limited		
40030 Equity Shares of Rs. 10/- each fully paid up	21.62	21.62
Modern Spinners Limited		
104003 Equity Shares of Rs. 10/- each fully paid up	1.04	1.04
Vishal Syntex Limited		
218000 Equity Shares of Rs. 10/- each fully paid up	2.18	2.18
Total	174.84	174.84
Note 12 Long-Term Loans and Advances		
(a) Capital advances		
Unsecured		
(i) Considered Good	524.26	441.49
(ii) Considered Doubtful	100.80	100.80
Less: Provision for doubtful	(100.80)	(100.80)
	<u>524.26</u>	<u>441.49</u>
(b) Security deposits		
Unsecured, considered good	24.27	30.27
(c) Prepaid expenses - Unsecured, considered good	0.88	2.63
(d) Balances with Government authorities		
(I) Unsecured, considered good		
(i) Income Tax Refund	10.79	10.97
(ii) Deposit against demand relating to TCS	3.08	3.08
(iii) Excise Duty on Wastage	1.55	1.55
(iv) Vat Recoverable	1.35	1.35
(v) Income Tax Receivable	46.95	46.95
(vi) Export Duty at Haryana	1.56	0.37
(vii) Other Balances with Government	1.08	0.98
(II) Unsecured, considered Doubtful		
(i) Import Duty Deposited	0.17	0.17
Less: Provision for Doubtful Advances	(0.17)	(0.17)
	<u>66.36</u>	<u>65.07</u>
(e) Other loans and advances		
(i) Unsecured, considered good advance given to employees	-	-
(i) Advance given to Suppliers & Contractors	-	-
(ii) Unsecured, considered Doubtful advance given to Suppliers & Contractors	0.03	0.03
Less: Provision for other doubtful loans and advances	(0.03)	(0.03)
	<u>-</u>	<u>-</u>
Total	615.77	539.46



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Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note 13 Other Non-Current Assets		
(a) Long-term trade receivables		
Unsecured, considered good	0.02	0.02
Unsecured, considered Doubtful	-	-
	<u>0.02</u>	<u>0.02</u>
Less: Provision for doubtful trade receivables	-	-
	<u>0.02</u>	<u>0.02</u>
(b) Accruals		
Interest accrued on deposits		
Interest Recoverable	1.07	0.11
(b) Others		
Gratuity Fund Trust	0.01	0.01
ITC Receivable	<u>55.24</u>	<u>58.91</u>
Total	<u>56.34</u>	<u>59.05</u>
Note 14 Inventories		
(a) Raw materials	37.94	132.82
(b) Work-in-progress (Refer Note below)	-	108.06
(c) Finished goods (other than those acquired for trading)	5.35	626.01
(d) Stores and spares	331.05	341.91
(e) Loose tools	2.84	3.16
(f) Goods in transit	-	14.63
Total	<u>377.18</u>	<u>1,226.59</u>
Note: Details of inventory of work-in-progress		
Grain in process	-	60.83
Unbottled Liquor	-	38.06
Empty Bottles Pet (Preform)	-	9.17
Total	<u>-</u>	<u>108.06</u>

Note 15 Trade Receivables

Trade receivables outstanding for a period exceeding six months from the date they were due for payment

Unsecured, considered Good	0.81	297.31
Unsecured, considered Doubtful	174.81	165.13
Less: Provision for Doubtful Debts	(174.17)	(165.13)
Other Trade Receivables	0.86	25.09
Unsecured, considered good	-	-
Total	<u>2.31</u>	<u>322.40</u>

Note 16 Cash and Cash Equivalents

(a) Cash on hand	2.29	3.66
(b) Balances with banks		
(i) In current accounts	110.83	278.89
(ii) Earmarked balances	23.31	21.93
(iii) In deposit accounts (Refer Note 1 below)	956.35	837.32
Total	<u>1,092.78</u>	<u>1,141.80</u>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements.	1,092.78	1,141.80

Note 1: Balances with banks include deposits amounting to ₹125.09 Lacs (As at 31 March, 2022 ₹252.55 Lacs) which have an original maturity of more than 12 months.



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Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note 17 Short-Term Loans and Advances		
(a) Prepaid expenses - Unsecured, considered good	145.89	156.90
Other receivables-considered goods	5.66	-
(b) Others		
Unsecured, considered good		
Claim recoverable (salary & wage apprentice)	0.24	0.10
Capital Advances	23.44	84.54
TDS / TCS Receivable	15.89	12.47
Advance Tax	-	4.00
Total	<u>191.12</u>	<u>258.01</u>
Note 18 Other Current Assets		
Accruals		
(a) Interest accrued on deposits	8.71	4.04
(b) Interest Recoverable	8.21	7.83
Total	<u>16.92</u>	<u>11.87</u>
Note 19 Other Current Assets-Assest held for Sale		
Assest Held for Sale	-	41.17
Total	<u>-</u>	<u>41.17</u>
Note 20 Revenue from Operations		
Sale of Products (Net) (Refer Note (i) below)	9,820.71	14,689.97
Other Operating Revenues		
Sale of scrap	40.58	73.62
	9,861.29	14,763.59
Less : Excise duty	11.32	4.80
Total	<u>9,849.97</u>	<u>14,758.79</u>
Note		
(i) Sale of Products comprises :		
Manufactured goods		
Ordinary Spiced Sprit (Country Liquor)	4,606.48	5,835.78
Sale of ENA	3,877.58	6,567.25
Others	1,336.65	2,296.06
Total - Sale of manufactured goods	9,820.71	14,699.09
Less : Rebate & Discount	-	9.12
Net Sale of Products	<u>9,820.71</u>	<u>14,689.97</u>
Note 21 Other Income		
Interest Income		
Interest from banks on deposits	47.38	25.71
Interest on Bonds	7.50	7.50
Interest on others	0.96	0.96
Interest on Income Tax Refund	0.84	2.99
Other non-operating income		
Rental income from operating leases	29.54	28.14
Miscellaneous income	8.46	5.39
Total	<u>94.68</u>	<u>70.69</u>



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Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Note 22 Cost of Materials Consumed		
Opening stock	132.82	195.79
Add: Purchases	<u>6,558.74</u>	<u>10,926.80</u>
	6,691.56	11,122.59
Less: Closing stock	<u>37.68</u>	<u>132.82</u>
Cost of Material Consumed	<u>6,653.88</u>	<u>10,989.77</u>
Material consumed comprises:		
Raw material Consumed	5,285.14	9,317.84
Packing Material	1,317.98	1,586.10
Other items	50.76	85.83
Total	<u>6,653.88</u>	<u>10,989.77</u>
Note 23 Changes in inventories of finished goods & work-in-progress		
Inventories at the end of the year:		
Finished goods	5.35	626.01
Work-in-progress	-	47.22
Grain in Process	-	60.83
Scrap in Stock	<u>3.52</u>	<u>12.25</u>
	<u>8.87</u>	<u>746.31</u>
Inventories at the beginning of the year:		
Finished goods	626.01	526.02
Work-in-progress	47.22	58.90
Grain in Process	60.83	39.01
Scrap in Stock	<u>12.25</u>	<u>11.40</u>
	<u>746.31</u>	<u>635.33</u>
Net (increase) / decrease	<u>737.44</u>	<u>(110.98)</u>
Note 24 Employee benefits expense		
Salaries and wages	701.16	1,295.53
Contributions to provident and other funds	31.07	52.26
Staff welfare expenses	27.93	35.00
Gratuity	118.30	55.34
Total	<u>878.46</u>	<u>1,438.13</u>
Note 25 Finance Costs		
Interest expense on Others	15.12	12.36
Interest to MSMED Units	19.94	12.56
Interest on Others	17.76	4.80
Interest on Late deposit of TCS, TDS, GST	1.25	0.21
Total	<u>54.07</u>	<u>29.94</u>
Note 26 Other Expenses		
Consumption of stores and spare parts	218.97	396.97
Power and fuel	1,007.63	2,257.82
Rent including lease rentals	3.30	3.36
Rates and taxes	320.81	314.46
Legal and professional	75.15	76.04
Payments to auditors (Refer Note (i) below)	3.88	7.61
CSR Expenditure (Refer Note 27.3.9)	-	-
Pollution Control Expenses	40.89	6.82
Repairs and maintenance - Machinery	136.84	182.05
Shifting & loading charges DDGS	7.00	17.85
Shifting & Loading charges Country Liquor	19.57	40.53
DDGS Packing material A/c	10.42	18.68
Miscellaneous expenses	251.27	332.94
Commission	1.00	22.32
Total	<u>2,096.73</u>	<u>3,677.44</u>



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Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Notes:		
(i) Payments to the auditors comprises:		
As auditors - Statutory Audit	3.00	3.00
For Taxation Matters	0.88	3.64
For Company Law Matters	-	0.77
Reimbursement of Expenses	-	0.20
Total	3.88	7.61
Note 27 Exceptional Items		
Exceptional Income		
Liabilities no longer required Written Back	42.43	0.28
Provisions no longer required Written Back	135.16	30.90
Gain on Sale of Fixed Asset	468.35	1.10
Profit on Sale of CAR	-	2.36
Gain on Sale of Land	120.73	31.33
Short & Excess	0.07	-
Profit on Sale of Property	432.81	146.29
Amount written Back	144.12	-
Profit on Sale of fixed assets the scrap	-	0.15
Total	1,343.67	212.41
Exceptional Expenses		
Prior Period Expenses	0.10	-
Loss of Sales of Store	2.94	1.10
Total	3.04	1.10
Total	1,340.63	211.31

Note 28 Additional information pursuant to Schedule III and others.

28.1 Contingent Liabilities & Claims and Commitments not provided for in respect of :-

Contingent liabilities

(a) Claims/ Disputed Liabilities against the Company not acknowledged as debt:	0.51	0.51
(b) Other money for which the Company is contingently liable		
(1) Entry Tax under Haryana Local Area Development Act 2000 and Haryana Entry of Goods & Local Area Act, 2008 from 01-01-2007 to 31-03-2009 in view of order of Supreme court dated 30-10-2009 (34 PHT 623)	91.01	91.01
(2) Interest on entry tax as mentioned above upto 31.03.2022	539.18	506.41
(3) Disputed Liabilities in respect of VAT A.Y. 2014-15	1.35	1.35
(4) Disputed liabilities in respect of Excise		

According to the records of the Company, the Excise Duty (excluding unascertainable amount of interest) was not deposited on account of disputes at various forums:

	Period to which it relates		
Supreme Court	1978-79	1.55	1.55
Financial Commissioner, Haryana	1984-85	0.36	0.36

(5) Haryana State Excise Authorities issued show cause notices to Company for levying excise duty amounting to ₹1164.07 Lacs on account of (i) low yield of rectified spirit from molasses amounting to ₹1083.90 Lacs and (ii) excess wastage of rectified spirit during distillation amounting to ₹80.17 Lacs. The Company has disputed these show cause notices and also obtained legal opinion on the above issue which states that the show cause notices issued on account of above factors are completely unwarranted and are without any basis or justification

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whatsoever, either on facts or in law. In view of the above, no provision for the above is considered necessary at this stage since the company is hopeful of getting the show cause notices set aside; in view of the above no contingent liability is provided.

(6) Regarding :- Liabilities on a/c of Labourers General Demand Notice.

For the last over 5 decades there has been a trend in our Co. that the Registered Trade Union (s) serves and get the workmen demands settled at every after a period of 3 Yrs. Duration. The H.D. Emp. Union after expiry of the period of its previous settlement had submitted a General Demand Notice dated 11-09-2017 for 3 yrs. period i.e. from 01-07-2017 to 30-06-2020 which is still pending before the Labour court, Ambala for adjudications. During the pendency of the same, the said Union has submitted its another General Demand Notice dated 10-07-2020 for further period of 3 Yrs. i.e. from 01-07-2020 to 30-06-2023 which is also pending for consideration and decision.

As per the said proposal of settlement dated 20-03-2023, our company had owned to allow an increase of ₹920/-PW/PM effective from the date of settlement, but the court on the last date of hearing i.e on 27-02-2023 had got that amount divided into 2 parts i.e 50 % in basic and 50 % in allowance which works out as under:-

The liabilities in both the Demand Notices owing to that being subjudice, cannot be provided at our own.

In Basic Wages (₹)	Add.Perks on Basic wage @ 43.5% (₹)	In other allowances (₹)	Total CTC approx. (₹)	To be paid to the eligible No.of W/M	Period of 5 months From	1120X82X5 comes to (₹)
460	200	460	1120	82	Nov., 2022 to March, 2023	4,59,200/-

It is therefore, desired that the aforesaid amount i.e. ₹4,59,200/- (In round off ₹4.60 Lac) may be booked in the accounts of Books as being the liability on the company as on 31-03-2023.

(7) Liabilities for the payment of "Environment Compensation" on the extraction and use of Ground Water for commercial and industrial use.

Earlier we were paying Water Cess to Haryana State Pollution Control Board (HSPCB) under the Water (Prev. & control of pollution) Cess Act, 1977. Since the Govt. of India, Ministry of Finance vide its circular dated 07-06-2017 (photocopy enclosed) had abolished various Acts/Cesses inclusive of the aforesaid Act w.e.f.01-07-2017. resultantly, the making of the payment of Water Cess was stopped by us from the said date.

The Govt of Haryana had issued a Gazette Notification Extra ordinary dated 23-12-2020(Photocopy enclosed) whereby the StateGovt.has proposed certain amount of levy as being Environment Compensation on the extraction and use of ground water for the commercial and industrial use.

In compliance to the said Gazette Notification, we had submitted our Application dated 30-09-2021 for the grant of NOC (Photocopy enclosed) to Haryana Water Resources Authority (HWRA) for the issuance of permission to extract ground water for industrial use which is still pending for consideration and decision of the Deptt.

Further to the above, the Govt. of Haryana also had issued another Notification dated 17-03-2022 (Photocopy enclosed) with regard to its notifying the imposition of Environment Compensation to regulate and control the ground water extractions in the state having given the Tariff of the extraction and use of ground water. Considering the various factors, the Govt. has fixed the area wise categorization of Zones like (i) Safe (ii) Semi Critical (iii) Critical (iv) Over Exploited and that our's are falling in the category of Over Exploited zone.

As per the Mail dated 20-04-2022 of HWRA (Photocopy enclosed), the liability of the payment of environment compensation for the extraction of ground water has become payable w.e.f.23-12-2020, but the exact amount of levy of "Environment Compensation" presently cannot be ascertained at our own until the pendency of the applied NOC is cleared/issued to us.

As such, the liability of the payment of "Environment Compensation" in the absence of the requisite NOC and the placement of demand for payment from the Deptt. cannot be assessed at our own at this stage.



Commitments		As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for			
Tangible assets and not provided (Net of advance paid)		NIL	28.02
(b) Store Purchases (Net of advance paid)		NIL	54.34
28.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars		
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	NIL	731.28
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	17.98	12.70
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	NIL	1,290.19
	(iv) The amount of interest due and payable for the year	17.98	12.56
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	17.98	12.70
	(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	NIL	13.42
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.			
28.3	Other Information		
28.3.1	Personal accounts of the parties, whether in debit or credit are subject to confirmation from the parties.		
28.3.2	Pursuant to Accounting Standard Interpretation (ASI) 4 (Revised), Disclosure of Revenue from Sales Transaction issued by The Institute of Chartered Accountants of India, the excise duty expense has been bifurcated into two components: excise duty expense related to sales amounting to ₹11.32 Lacs P.Y (₹4.80 Lacs) is reduced from Gross Sales and the balance amount of excise duty relating to the difference between the closing stock and opening stock of ₹-3.25 Lacs (P.Y ₹0.11 lacs) is recognized separately in the Statement of Profit and Loss.		
28.3.3	Expenditure in Foreign Currency		
		Current Year	Previous Year
	Travel Expenses	1.97 Lacs	Nil
28.3.4	The Raw Material, components and spare parts consumed during the year are all indigenous, sourced and paid in Indian rupees.		
28.3.5	In response to the enquiry by the Company, the Nil manufacturers/suppliers have informed that they are registered with the appropriate authority under Micro, Small and Medium Enterprises Act, 2006. In view of above interest of ₹19.94 Lacs has been provided relating to it.		
28.3.6	Exceptional items includes ₹42.44 Lacs (P.Y. ₹0.28 Lacs) towards the written back of liability no longer required and has been taken as income during the year.		
28.3.7	While disposing off the writ petition from the various country liquor licenses, the Hon'ble Punjab & Haryana High Court, Chandigarh restrained the Company in the earlier year from collecting the TCS from the country liquor licensees u/s 206C of the Income Tax Act, 1961. The Hon'ble High Court simultaneously asked the licensees to deposit the amount against such tax to be collected and directed the company that the said amount be kept in a separate bank account. The Company has kept the said amount in separate bank account in Fixed Deposit and the interest of ₹1.53 Lacs earned thereon has been taken into income of the Company for the year 2024-25 and has been credited to the respective account.		
28.3.8	The Company has paid as advance a sum of ₹100.80 Lacs towards purchase of capital		



assets to M/s Belliss India Limited. In view of the fact that the delivery of the capital asset or refund has become uncertain due to reasons beyond control of the supplier as informed to the company, provision for the same has been made. The Company has already initiated legal proceedings against the supplier and its directors. The Company has come to know that M/s. Belliss India Ltd. is under liquidation before the Hon'ble High Court of Calcutta, vide order dated 10.03.2015 in C.P. No.904 of 2014. In order to protect its interest, the Company has filed appropriate applications for claiming the amounts paid to Belliss India Ltd. The said claim application was filed before the Official Liquidator, Hon'ble High Court of Calcutta vide C.P. No.904 of 2014 in the month of March 2017 to participate in the recovery proceedings and an amount of ₹100.80 lacs has been claimed by the Company in the said recovery proceedings. Vide order dated March 20, 2023 the Hon'ble Calcutta high court by giving a reference of the order dated December 20, 2022 the pending proceedings along with all the connected applications stands transferred to NCLT.

After transfer of case to NCLT, the case no. TP-33 of 2023 under section 433E/433F of the Companies Act, 1956 has been allotted. The official liquidator has filled its report as per directions of the NCLT, Kolkata bench, the matter is now listed for July 12, 2024. The matter is pending for adjudication.

- 28.3.9 As per provision of Section 135(CSR) of Companies Act, 2013, the Company is required to spend an amount of ₹Nil for the current year (P.Y. ₹NIL), calculated on the basis of average profit of the preceding three years.
- 28.3.10 The Capital work in progress includes sum of ₹2.47 Lacs (P.Y. ₹357.23 Lacs) related to certain plant and machinery which are under erection.
- 28.3.11 The title deeds of the immovable properties of the company shown under the head Property, Plant and Equipment, which have been vested with the Company, and in the possession of the Company, in terms of the Scheme for the revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (SS-04) by the Hon'ble BIFR vide its order dated 25/03/2004 and in terms of the orders of the Hon'ble Delhi High Court in WP(C) No.7424/2007 dated 19/12/2007 and 07/01/2008, wherein the said properties stand vested in favour of Haryana Distillery Limited without any further act or deed and in terms of Section 18(6A) of the SICA, 1985.
- 28.3.12 The scheme for revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (MSWM) was sanctioned on 25.03.2004 and in terms of the orders of Hon'ble Delhi High Court in WP(C) No. 7424 of 2007 dated 19.12.2007 and 07.01.2008, under the Scheme certain investments as below came to Haryana Distillery Ltd. (HDL):
- 218003 shares of Vishal Syntex Ltd. (VSL) - value : ₹2.18 Lacs
 - 104003 equity shares of Modern Spinners Ltd. (MSL) - value : ₹1.04 Lacs
- These shares were sold by HDL to the Company during the year 2007-08 for a value of VSL - ₹2.18 Lacs and MSL- ₹1.04 Lacs, total amounting to ₹3.22 Lacs. That Company could not get transferred the shares of MSL and VSL in its name since the said companies are under liquidation in terms of the order of Allahabad High Court dated 24.09.2005 and all the records of MSL & VSL are with the Official Liquidator of the Allahabad High Court. The shares could not be lodged for transfer by that company.
- The Company had categorized this sale as a bad delivery of shares by HDL since the shares could not be transferred in its name. On the insistence of the buyer, the company has accepted back the delivery of said shares of VSL – 218003 and MSL – 104003 considering it as a bad delivery and has shown the same as an investment during the year 2021-22 at the same value it was sold in the year 2007-2008 to them.
- 28.3.13 Since both Modern Spinners Ltd & Vishal Syntex Ltd are under liquidation and are under the control of the Official Liquidator of the Allahabad High Court, no books of account or other records of MSL & VSL are available with the company and therefore the Balance Sheet and Statement of Profit and Loss of both these companies could not be prepared and consolidated with the Balance Sheet of HDL.
- 28.3.14 Certain obsolete fixed assets having written down value amounting to ₹0.03 Lacs (P.Y. ₹Nil) has been written off from fixed assets during the year.
- 28.3.15 **BIFR Scheme of demerger & its implementation**

Background

Modi Spinning & Weaving Mills Co. Ltd. (MSWM), Company registered under the



Companies Act 1956 became a sick industrial company in the year 1989 and was declared so under the Provisions of Sick Industrial Companies (Special Provisions) Act, 1985. The Board for Industrial & Financial Reconstruction (BIFR) sanctioned a Scheme for revival and rehabilitation of MSWM vide its order dated 25.03.2004 hereinafter referred to as SS-04/SS. SS-04 envisaged division of MSWM into 3 parts by creation of 2 Special Purpose Vehicles – SPV-I (Haryana Distillery Ltd.), SPV-II (Rajputana Fertilizers Ltd.) and the Residual Company MSWM. In terms of the SS-04, the crystallized OTS dues of the Secured Creditors were to be paid by Haryana Distillery Ltd. (HDL) & Rajputana Fertilizers Ltd. (RFL) in the ratio of 40:60 and some identified assets, investments along with the units of MSWM would be transferred to them. As per the SS-04, the Distillery Unit of MSWM which carried on the liquor business of Haryana Distillery, Yamuna Nagar along with certain identified investments and assets was demerged into HDL as a going concern as per the terms and conditions determined in the Sanctioned Scheme. The existing shareholders of MSWM would get one fully paid-up share of ₹10/- each in HDL for every 5 shares held in MSWM.

Implementation

Due to certain inter-se disputes & differences between the Promoters there was delay in implementation of SS-04. M/s. Rajputana Fertilizers Ltd., one of the SPVs under the Scheme filed Writ Petition No.7424 of 2007 before the High Court of Delhi at New Delhi, titled Rajputana Fertilizers Ltd. vs. Appellate Authority for Industrial & Financial Reconstruction (AAIFR).

The Hon'ble High Court of Delhi vide its order dated 19.12.2007 directed the SPVs to make complete payment of their respective OTS liabilities to the Secured Creditors under SS-04 with up to date interest and make the payment of the same to IDBI(OA) before this Court on 07.01.2008. The said payment was to be made by the respective SPVs to IDBI (Operation Agency) as per SS-04 with interest due and payable up to 07.01.2008. The High Court also directed that:

"Simultaneous with the complete payment made as aforesaid by an SPV, it is directed that all liabilities of the said SPV to the secured creditors under SS-04 shall stand duly satisfied and discharged, and all assets earmarked under SS-04 to the concerned SPV making the payment (other than the SikriBagh Land in case of SPV-II, RFL), together with all cash flows, profits and losses, liabilities and charges and benefits and rights, accruing and that have accrued with effect from the appointed date under SS-04 i.e. 01.10.2003, shall stand vested in favour of the concerned SPV making the payment, without further act or deed, and in terms of section 18(6A) of SICA."

Haryana Distillery Ltd. (SPV-I) has fully complied with the provisions of the Scheme and the order of the Hon'ble High Court of Delhi by making payments to the secured creditors during the accounting year 2007-08. In terms of the scheme sanctioned by the Hon'ble BIFR vide its order dated 25.03.2004 and in terms of the orders of Hon'ble Delhi High Court in WP(C) No. 7424 of 2007 dated 19.12.2007 and 07.01.2008, the assets and liability of Haryana Distillery Unit of MSWM and designated investments and assets (land, building, shops, houses etc) has been transferred and vested in Haryana Distillery Ltd without any further act or deed and in terms of the Section 18(6A) of SICA. The Company has not yet received the original title documents, agreements and other important records from MSWM with respect to various assets which are vested in Haryana Distillery Ltd. as mentioned above. There are also certain properties on common land which have not yet been clearly demarcated by MSWM. The Company has already taken up the matter with MSWM and they have assured that the process with respect to the handing over of the title documents and agreements and other papers and issues with regard to demarcation shall be resolved soon. The Company is following up on this issue with MSWM.

Haryana Distillery Ltd has made the payment in terms of the Scheme to the Secured Creditors of MSWM, amounting to ₹1734.74 Lacs plus ₹10.00 Lacs thereby fulfilling all stipulations and conditions of Scheme in compliance of the orders of Hon'ble High Court of Delhi referred above, this has also been recorded in the orders dated 07.01.2008 of the Hon'ble High Court of Delhi.

Rehabilitation scheme sanctioned by BIFR in its hearing held on 25-03-2004 stipulates inter- alia demerger of (i) Haryana Distillery Unit and (ii) Modi Cloth Mills & Modi Cotton Processing units of MSWM as going concern to Haryana Distillery Limited and Rajputana Fertilizers Limited (RFL) respectively w.e.f 01-10-2003 i.e. the appointed date and



transfer of certain investments and immovable properties to HDL and RFL. However till the effective date i.e. the date on which certified copy of the order of BIFR for restructuring is filed with the Registrar of Companies, Kanpur & of NCT, Delhi, business of these three units will be carried on by the respective units of MSWM in trust for HDL & RFL and cash flow and Statement of Profit & Loss of these units w.e.f appointed date till the effective date shall be to the account of these two resulting companies. HDL has filed the copy of the Scheme with the concerned ROC. However in terms of the directions of the Hon'ble High Court of Delhi and legal opinion obtained by the Company, the effective date has been recorded as 07.01.2008. In the Profit and Loss A/c for the accounting year 2007-08, the revenue receipts and expenditures pertaining to HD unit of MSWM for the entire year have been included.

The units, assets, investments, approvals and licenses etc in terms of the Scheme and as per the orders of the Hon'ble High Court of Delhi referred herein above are already vested with the Company without any further act or deed. The Company is taking steps to mutate and transfer the same in the name of HDL which is only a formality.

As per the scheme of demerger, upon the vesting of distillery unit in HDL pursuant to this scheme and upon the coming into effect of this scheme, HDL shall without any further act or deed issue and allot to every member of MSWM holding 5 equity shares in MSWM on a date to be fixed by the Board of Directors of MSWM (hereinafter referred to as "Record Date") one equity share in HDL of ₹10/- each fully paid up held by such members in MSWM. For the purpose of such allotment of equity shares fractional entitlement, if any, shall be rounded off to the nearest whole.

The company has transferred a sum of ₹97.75 Lacs to Capital pending allotment account during the accounting year 2007-08 for issue of equity shares to the shareholders of MSWM after receipt of details of shareholders and record date from MSWM. During the year 2010-11 the company has allotted 973015 equity shares of ₹10/- each fully paid up by utilizing the amount of capital pending allotment to the then fully paid shareholders of MSWM and ₹0.45 Lacs was transferred to capital pending allotment account for issue of shares of the then partly paid up shareholders of MSWM, if eligible. On the basis of legal opinion obtained by the management and in accordance with the provision of Sanctioned Scheme dated 25.03.2004 as set out in paragraph 12 of SS-04, company is under no legal obligation to make allotment to the Share Holders who have partly paid up shares of MSWM. In view of the above, the company has transferred the said amount to the statement of Profit & Loss as income for the year 2012-13.

The approved demerger scheme envisage to grant exemption by the Central Govt. to the company from applicability of relevant provisions of the Companies Act 1956 and SEBI Guidelines, if any, for ensuring smooth implementation of the scheme of revival. It further envisages exempting the company from the applicability of section 293(1) (d), section 81 and other relevant applicable provisions of the Companies Act, 1956 relating to acceptance of loans/deposits and raising of capital as may be required for the revival of the company.

On the implementation of the scheme in the accounting year 2007-08 from the effective date, the employees of Distillery unit of MSWM stand transferred to and be deemed to have become the employees of HDL with same terms and conditions on which they are employed with Haryana Distillery (a unit of MSWM) and their services with Haryana Distillery (a unit of MSWM) prior to such date are not treated as having interrupted for the purpose of provident fund or gratuity or for superannuation or for any other retirement benefits or for any other purposes, but will be reckoned for all such purposes from the date of their respective appointments with the Haryana Distillery (a unit of MSWM). Accumulated leave (including in respect of their services prior to the Appointed Date) of the employees of the distillery unit are taken to the account of the company.

As per the sanctioned scheme during the year 2007-08, the assets and liabilities of MSWM except for the liabilities towards pressing creditors amounting to ₹65.11 Lacs, which is to be discharged by MSWM, relating to Haryana Distillery unit vesting in HDL are accounted in the company's books of accounts at their respective book values appearing in MSWM's books of accounts as on the Appointed Date.

Certain Reliefs & Concessions envisaged in the Scheme are yet to be availed by HDL because of procedural delays and reasons. The Company is taking steps to obtain the same.

Show cause notice was issued by SahayakAyukt Stamp I for levying Stamp Duty on



transfer of Assets from MSWM to HDL and subsequent sale of the same. In terms of the Sanctioned Scheme SS-04, company is exempted from paying stamp duty on sale of its assets. Company preferred an application before Hon'ble BIFR. Hon'ble BIFR had set aside the show cause notice of SahayakAyukt Stamp I vide order dated 09.04.2013. SahayakAyukt Stamp I & II aggrieved by the said order of Hon'ble BIFR has preferred an appeal before Hon'ble AAIFR. Hon'ble AAIFR vide its order dated 18.07.2014 has dismissed the appeal of the SahayakAyukt Stamp I & II.

Besides the assets and liabilities of Haryana Distillery unit of MSWM, the Land & Building amounting to ₹520.94 Lacs and Investments of ₹3.22 Lacs have also been transferred to HDL on the implementation of the scheme of demerger during the year 2007-08. The IDBI was appointed as monitoring agency in said scheme of demerger. The assets are accounted for by the Company during the year 2007-08, on the basis of valuation on the appointed date provided accordingly by MSWM.

In terms of the SS-04 and Orders of Hon'ble Delhi High Court, HDL has made the payment to the secured creditors of MSWM on 07.01.2008. The SS-04 has been substantially implemented and the remaining portion of the scheme for making payments to workers, statutory dues and other creditors is under implementation by MSWM.

HDL being a Special Purpose Vehicle (SPV) for the implementation of the Scheme and material party before Hon'ble BIFR, has been advancing various amounts from time to time to Modi Spinning & Weaving Mills Co. Ltd. (MSWM) to the limited extent of its share, for facilitating the implementation of remaining portion of Scheme. MSWM is taking actions as per the directions of the Hon'ble BIFR and as provided for in the Scheme for the disposal / sale of the designated assets. HDL is also entitled to purchase the said assets as per the terms of the Scheme. Promoters group A & B also proposed to purchase two lands of MSWM viz Devendra Puri Land & Harmukh Puri Land for a total consideration of ₹2000.00 Lacs to be brought in the ratio of 40:60 respectively subject to permission of Hon'ble BIFR. The application has been made to BIFR where it is pending adjudication. The monies advanced to MSWM will either be returned to it or adjusted against the sale price of any asset that is purchased by the Company.

The Sick Industrial Companies Act 1985 was repealed in 2003 by the Sick Industrial Companies (Special Provisions) Repeal Act 2003 and the said Repeal Act was notified w.e.f. 01.12.2016 vide Gazette notification dated 25.11.2016. Pursuant to the said the Sick Industrial Companies (Special Provisions) Repeal Act 2003, the Hon'ble BIFR & Hon'ble AAIFR and the committees constituted in terms of the Scheme also cease to operate and exist w.e.f. 01.12.2016. However, in terms of the Sick Industrial Companies (Special Provisions) Repeal Act 2003, under the saving clauses vide Section Nos.4 & 5 any scheme sanctioned and all orders passed by the Hon'ble BIFR and Hon'ble AAIFR would continue to be valid and fully protected. Hence, even in the changed circumstances, post repeal of the SICA 1985, the orders passed by the Hon'ble BIFR dated 25.03.2004 and the Scheme sanctioned by the Hon'ble BIFR therein, and all subsequent orders and directions of the Hon'ble BIFR and the Hon'ble AAIFR which have attained finality, continue to be valid, legally binding on all material parties.

Further, the Govt. of India has notified in the Gazette of India that under the provisions of Insolvency and Bankruptcy Code Removal of Difficulties Order 2017, Provisions related to Sick Industrial Companies (Special Provisions) Act, 1985 that,

"Provided also that any scheme sanctioned under the sub-section (4) or any scheme under implementation under sub-section (12) of section 18 of the Sick Industrial Companies (Special Provisions) Act, 1985 shall be deemed to be an approved resolution plan under sub-section (1) of section 31 of the Insolvency and Bankruptcy Code, 2016 and the same shall be dealt with, in accordance with the provisions of Part II of the said Code:

Provided also that in case, the statutory period within which an appeal was allowed under the Sick Industrial Companies (Special Provisions) Act, 1985 against an order of the Board had not expired as on the date of notification of this Act, an appeal against any such deemed approved resolution plan may be preferred by any person before National Company Law Appellate Tribunal within ninety days from the date of publication of this order."

Therefore the Scheme sanctioned by the BIFR and all orders passed by the BIFR and AAIFR are to be considered as a part of the resolution plan under the IBC. The Company is exploring ways and means for implementation of the balance portion of the Scheme



and approaching the relevant Courts / Tribunals for any resolution that may be required.

- 28.3.16 With the approval of the Board, the Company had entered into a tripartite agreement with Modi Spinning & Weaving Mills Co. Limited and Rajputana Fertilizers Limited on 21.11.2016 with respect to the advances paid or to be paid to Modi Spinning & Weaving Mills Co. Limited from time to time for purchase of its fixed assets/ properties, to protect its interest or to regularize the payment of such advances, in compliance with the provisions of the Companies Act, 2013, as applicable.

Further, an Interse Agreement had been entered into between Modi Spinning & Weaving Mills Co. Ltd., Dr. Devendra Kumar Modi, (Promoter Group -A) and Sh. Satish Kumar Modi, (Promoter Group-B) on 24.04.2019 with respect to implementation of the remaining portion of the Scheme. This Agreement is a subject matter of a Writ Petition No. 6238 of 2019, titled, "Modi Spinning & Weaving Mills Co. Ltd. vs Union of India & Ors."

The Hon'ble High Court of Delhi having been seized of the matter has passed an order on 26.04.2023 and 19.05.2023 wherein the Court has directed Haryana Distillery Ltd. to deposit an amount of ₹26.28 lacs towards the dues of the workers and an amount of ₹480 lacs for implementing the remaining portion of the Scheme and to ensure that the designated assets as per the Interse Agreement is vested in Haryana Distillery Ltd. It may be noted that Haryana Distillery Ltd. has complied with the directions of the Hon'ble High Court of Delhi by depositing ₹26.28 lacs towards the workers amount and an amount of ₹480 lacs being its share in terms of the orders of the High Court of Delhi. In terms of the order of Hon'ble BIFR dated 25.03.2004 under the provisions of SICA, 1985 and the orders of the Hon'ble Delhi High Court in CWP no. 7424/2007 dated 19.12.2007, 07.01.2008 and as per the Directions and various orders of Hon'ble High Court of Delhi in WP(C) No. 6238/2019 and as per interse agreement dated 24.04.2019, the following leasehold properties/assets, leasehold Land/buildings [in addition to the properties mentioned as per point no. 17(d)] have been vested with Haryana Distillery Limited against the payment of ₹480.00 Lac without any further act or deed and in terms of Section 18 (6A) OF SICA 1985:-

S.No.	Particulars
1.	Leasehold land in Harmukhpuri Vill. Bishokhar Pargana Jalalabad, Modinagar, Ghaziabad, UP
2.	Lease hold land and Pramila Modi Kanya Jr. High School, Harmukhpuri
3.	All the leasehold land in Saw Factory Building, Godowns, erstwhile Motor Workshop and appurtenant areas inside Modi Cloth Mills/MSWM area

- 28.3.17 As per order dated 05.12.2019 of Hon'ble Punjab & Haryana High Court in CWP No.33512-2019 (O&M) filed by the Company, the Company has charged the disputed amount of ₹8.81 per case up to 31.03.2020 and deposited the same in Escrow Account with the excise department to be handed over to the parties who may be successful. The said Escrow Account with HDFC Bank Ltd., Yamuna Nagar, was having a balance of ₹45.69 lacs as on 31.03.2025. The matter is pending for decision with the Excise & Taxation Commissioner, Panchkula.

- 28.3.18 A case of recovery of debt of ₹35.38 Lacs u/s 138 of Negotiable Instrument Act was filed by the Company against M/s Virender Sandeep & Co. which was decided in favor of the Company by the Hon'ble JMIC, Jagadhri directing the defaulting party to pay compensation of ₹42.00 Lacs to the Company. However, a Criminal Appeal was filed by the opposite party against the order passed by the JMIC, Jagadhri. The representative of Virender Sandeep & Co. along with his advocate appeared in the Court and produced a Demand Draft of ₹8.50 Lacs. The Court has taken written undertaking from the Company on the case file that by chance if the Company loses the case, Company shall then be required to return the said amount to the party with nominal interest. The aforesaid Demand Draft for ₹8.50 Lacs had been deposited into the Bank Account of the Company. The matter is pending.

- 28.3.19 SCHEME OF ARRANGEMENT AND AMALGAMATION

That board of directors of the company at their meeting held on 03rd December 2022 have approved, a Composite Scheme of Arrangement and Amalgamation ("Scheme") under section 230 to section 232 of the Companies Act, 2013 as per which the 1) Apollo



Breweries Pvt. Ltd.; 2) First Alert Fire Systems Pvt. Ltd.; 3) Skyrise Constructions Company Pvt. Ltd.; 4) Vikee Commercial Pvt. Ltd.; 5) Dhiraj Commercial Pvt. Ltd.; 6) Rahul Commercial Pvt. Ltd.; 7) Setwell Cement Pvt. Ltd.; 8) Photonics Pvt. Ltd.; 9) Photonics Fire Protection Systems Pvt. Ltd.; 10) Jewel Electro Impex Pvt. Ltd.; are to be merged with the company, Haryana Distillery Limited (HDL) and further includes the demerger of the Real Estate Division ("Specified Business") of Haryana Distillery Limited, the holding company, into Circle Trade Overseas Pvt. Ltd. (the wholly owned subsidiary of the HDL). The appointed date for the same is 01.04.2022 and the scheme has been filed with the National Company Law Tribunal, New Delhi for their approval.

Consequent to the approval of the Demerger/amalgamation prescribed by the Scheme, all the assets and liabilities and business of the above 10 companies are to be transferred to and vested in the Haryana Distillery Limited with effect from 01.04.2022 ("the Appointed Date") and further all the assets and liabilities of the specified business of HDL shall be demerged from HDL and shall be merged into Circle Trade overseas Private Limited, the wholly owned subsidiary of HDL. The Demerger/amalgamation was accounted under the "pooling of interest" method prescribed under Ind AS 103 - Business Combinations, as prescribed by the Scheme. Accordingly all the assets, liabilities, and other reserves of the merging companies as on 01.04.2022 were transferred to the Company as per the Scheme and all the assets, liabilities, and other reserves of the specified business of the company as on 01.04.2022 were transferred to the wholly owned subsidiary of the company, as per the Scheme. As prescribed by the Scheme no consideration was paid as the transferor/HDL is the Holding Company.

- 28.3.20 Note 19 in the financial statements represents Assets Held for sale. The classification has been carried out as the Company has received advances from prospective buyers for certain assets. These advances indicate a strong intent from the buyers, supporting the company's decision to sell these assets in the near term. The company has a firm intention to dispose of these assets in the near term. Active steps are being taken to complete the sale, and management has completed these sales in the financial year 2024-25 before the signing of the Balance Sheet for FY 23-24.

The Assets so held for sale have been measured at cost as follows:

S.No.	Name of Assets	Cost of Assets (₹ in Lacs) FY-2024-25	Cost of Assets (₹ in Lacs) FY-2023-24
1.	Fertiland	NIL	38.13
2.	Plots	NIL	3.04
	Total	NIL	41.17

This classification reflects the company's strategy to streamline asset management by monetizing certain non-core assets, enhancing liquidity, and optimizing the asset base for operational efficiency.

- 28.3.21 During the F.Y. 2024-25, the Company witnessed an unprecedented increase in the price of raw material on one hand and a reduction in the prices of ENA & Country Liquor (which is the finished product). Due to this, the production and sale of ENA and Country Liquor was severely hampered and the entire business became unprofitable. The Company was not able to bear such severe negative impact on the operations. Therefore, the Company was forced to suspend its distillation operations w.e.f. 29.11.2024 and bottling operations for Country Liquor from 24.02.2025. This strategic step was forced on the Company because of the mounting financial losses and as per the market study and outlook, the prices of its raw materials would remain high and the prices of its finished products namely, ENA would not see any upward increase. The sale price of Country Liquor is administered as per the Excise Policy fixed by the State of Haryana and no upward revision is possible till new Excise Policy is announced sometime in May/June 2025.
- 28.3.22 The Company would resume the distillation and bottling operations once the market conditions improve and operational viability is restored.
- 28.3.23 In the interim, necessary steps have been taken to preserve the plant infrastructure and ensure regulatory compliance.
- 28.3.24 The Board continues to evaluate strategic options to mitigate the impact of such volatility and to protect the long-term interests of shareholders.

**Note 29 Disclosures under Accounting Standards -15****Employee benefit plans****Defined contribution plans**

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹26.43 Lacs (Year ended 31 March, 2024 ₹44.41 Lacs) for Provident Fund contributions towards P.F., NPS and EDLI in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Components of Employer Expense		
Current service cost	8.00	17.18
Interest cost	22.18	24.14
Past service cost	-	-
Actuarial losses/(gains)	(36.52)	(8.98)
Total expense recognised in the Statement of Profit and Loss	(6.34)	32.34
Actual contribution and benefit payments for year		
Actual benefit payments	-	-
Actual contributions	-	-
Net asset / (liability) recognised in the Balance Sheet	(182.12)	(306.75)
Present value of defined benefit obligation	182.12	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	(182.12)	(306.75)
Unrecognised past service costs	-	-
Net asset / (liability) recognised in the Balance Sheet	(182.12)	(306.75)
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	306.75	329.75
Current service cost	8.00	17.18
Interest cost	22.18	24.14
Actuarial (gains) / losses	(36.52)	(8.98)
Past service cost	-	-
Benefits paid	(118.30)	(55.34)
Present value of DBO at the end of the year	182.11	306.75
Change in fair value of assets during the year		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual Company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
Composition of the plan assets is as follows:		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
Actuarial assumptions		
Discount rate	6.52%	7.23%
Expected return on plan assets	-	-
Salary escalation	5.50%	5.50%
Attrition	3:2:1	3:2:1
Medical cost inflation	-	-
Mortality tables	-	-
Performance percentage considered	-	-
Estimate of amount of contribution in the immediate next year	11.95	24.58
Experience adjustments		
Gratuity		
Present value of DBO	182.12	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	(182.12)	(306.75)
Experience gain / (loss) adjustments on plan liabilities	(36.52)	(8.98)
Experience gain / (loss) adjustments on plan assets	-	-
Other defined benefit plans (specify nature)		
Present value of DBO	182.12	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	(182.12)	(306.75)
Experience gain / (loss) adjustments on plan liabilities	38.47	9.53
Experience gain / (loss) adjustments on plan assets	-	-
Actuarial assumptions for long-term compensated Absences (Leave Salary)		
Discount rate (Gratuity)	6.52%	7.23%
Expected return on plan assets	-	-
Salary escalation	5.50%	5.50%
Attrition	3:2:1	3:2:1

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.



Note 30 Disclosures under Accounting Standards -18

Related Party Transactions			
Details of Related Parties with whom transactions held during the year:			
1	Name of Key Managerial Person		
	(i) Prof. Dr. D. K. Modi (Managing Director)		
	(ii) Dr. S.K. Nair (Whole Time Director)		
	(iii) Sh D.C. Kaushik (Whole Time Director)		
	(iv) Sh. Atul Kumar Singh (Non Executive Director)		
	(v) Sh. Sanjay Gupta (Non Executive Director)		
	(vi) Sh. Tarun Jain (Independent Director)		
	(vii) Sh. Hari Om Sharma (Non Executive Director)		
	(viii) Sh. Deepankar Sharma (Independent Director)		
	(ix) Sh J.K. Jain (From 31.01.2022 CFO)		
2	Nature of Transactions with Related Parties during the year		
	Remuneration paid to Directors	(₹ in lacs)	(₹ in lacs)
		Current Year	Previous Year
(i)	Prof. Dr. D. K. Modi (Managing Director)	76.80	126.57
(b)	Dr. S.K. Nair (Whole Time Director)	31.28	26.66
(c)	Sh. D.C. Kaushik (Whole Time Director)	15.11	14.51
	Total	183.02	167.74
(ii)	Advance given for purchase of Capital Assets		
(a)	Modi Spinning & Weaving Mills Co. Limited	15.52	67.48
	Total	15.52	67.48
(iii)	Lease rent received / receivable		
(a)	MACL Securities & Finance Limited	1.27	1.27
	Total	1.27	1.27
(iv)	ICD		
(a)	MACL Securities & Finance Limited	200.96	189.28
	Total	200.96	189.28
3.	Outstanding Balance as on year end		
(v)	Long Term Capital Advances		
(a)	Modi Spinning & Weaving Mills Co. Limited	524.49	508.97
	Total	524.49	508.97

Note 31 Disclosures under Accounting Standards - 19

Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Details of Leasing Arrangements		
As Lessor		
Disclosures in respect of premises owned by the Company and given on lease basis on or after 1 st April, 2001		
Future minimum lease payments receivable		
not later than one year	25.80	25.80
later than one year and not later than five years	51.84	45.54
later than five years	-	-
	77.64	71.34
Lease Rental recognised in the Statement of Profit & Loss	29.54	28.14
As Lessee		
Disclosure in respect of Plant & Machinery taken on lease on or after 1 st April, 2001		
Future minimum lease payments		
not later than one year	3.00	3.00
later than one year and not later than five years	3.00	3.00
later than five years	-	-
	6.00	6.00
Lease payments recognised in the Statement of Profit and Loss	3.00	3.00
As Lessee		
Disclosure in respect of Car taken on lease on or after 1 st April, 2001		
Future minimum lease payments		
not later than one year	-	-
later than one year and not later than five years	-	-
later than five years	-	-
	-	-
Lease payments recognised in the Statement of Profit and Loss	-	-
As Lessee		
Disclosure in respect of Premises taken on lease on or after 1 st April, 2001		
Future minimum lease payments		
not later than one year	-	-
later than one year and not later than five years	-	-
later than five years	-	-
	-	-
Lease payments recognised in the Statement of Profit and Loss	-	-

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Notes forming part of the Financial Statements



	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Note 32 Disclosures under Accounting Standards-20		
Earnings per share		
Basic		
Profit attributable to the equity shareholders	451.16	(1,478.05)
The weighted average number of equity shares outstanding during the year used as denominator	1,80,33,365	1,80,33,365
Basic earning per share	2.50	(8.20)
face value of ₹ 10/-each		
Diluted		
Profit attributable to the equity shareholders	451.16	(1,478.05)
The weighted average number of equity shares outstanding during the year used as denominator	1,80,33,365	1,80,33,365
Diluted earning per share	2.50	(8.20)
face value of ₹ 10/-each		

Note 33 Disclosures under Accounting Standards-22

In accordance with the Accounting Standard-22 issued by ICAI, the deferred tax liability of ₹30.77 Lacs (P.Y. ₹125.52 Lacs asset) during the year has been recognised and the balance of deferred tax liability as on 31.03.2025 is ₹336.10 lacs (P.Y. deferred tax 305.33 lacs) due to timing difference.

Note 34 Previous year's figures

Previous year's figures have been regrouped / reclassified in Notes, wherever necessary to correspond with the current year's classification / disclosure.

Notes forming part of financial statements as at March 31, 2025

1. Ageing of Trade Receivable :-

As on March 31, 2025

(Amount Rs. In lacs)

Particulars	Outstanding for following period from the due date of transaction					Total
	Less than 6 months	6 months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables- Considered Goods	0.87	0.25	0.02	-	-	1.14
(ii) Undisputed Trade Receivables- Which has significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
(v) Disputed Trade Receivables- Which has significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- Credit impaired	-	1.17	-	-	-	1.17
TOTAL	0.87	1.42	0.02	-	-	2.31

As on March 31, 2024

(Amount Rs. In lacs)

Particulars	Outstanding for following period from the due date of transaction					Total
	Less than 6 months	6 months-1 year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables- Considered Goods	320.73	1.57	0.10	-	-	322.40
(ii) Undisputed Trade Receivables- Which has significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- Credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
(v) Disputed Trade Receivables- Which has significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- Credit impaired	4.96	46.02	6.30	17.11	90.74	165.13
TOTAL	325.69	47.59	6.40	17.11	90.74	487.53



2. Ageing of Capital Work in progress (CWIP) :-

As on March 31, 2025 (Amount Rs. In lacs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	-	0.05	2.42	-	2.47

As on March 31, 2024 (Amount Rs. In lacs)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	354.81	2.42	-	-	357.23

3. Ageing of Trade Payable :-

As on March 31, 2025 (Amount Rs. In lacs)

Particulars	Unbilled Due	Outstanding for following periods from due date of transaction				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(I) MSME		186.36	-	-	-	186.36
(ii) Others		149.69	-	-	-	149.69
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues - Others		-	-	-	-	-
TOTAL		336.05	-	-	-	336.05

As on March 31, 2024 (Amount Rs. In lacs)

Particulars	Unbilled Due	Outstanding for following periods from due date of transaction				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(I) MSME		731.28	-	-	-	731.28
(ii) Others		772.51	23.57	-	-	796.08
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues - Others		-	-	-	-	-
TOTAL		1,503.79	23.57	-	-	1,527.36



**Title deeds of immovable property not held
in the name of Company as on 31.03.2025**

(Amount Rs. In lacs)

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 a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company**
PPE	Land	196.92	Modi Spg. & Wvg. Mills Co Ltd	Not applicable	01.10.2003	**
PPE	Building	206.96	Modi Spg. & Wvg. Mills Co Ltd	Not applicable	01.10.2003	**

The Company has not revalued its property, plant and equipment during the year 2024-2025.

**The title deeds of the immovable properties of the company shown under the head Property, Plant and Equipment , which have been vested with the Company, and in the possession of the Company, in terms of the Scheme for the revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (SS-04) by the Hon'ble BIFR vide its order dated 25/03/2004 and in terms of the orders of the Hon'ble Delhi High Court in WP(C) No.7424/2007 dated 19/12/2007 and 07/01/2008, wherein the said properties stand vested in favour of Haryana Distillery Limited without any further act or deed and in terms of Section 18(6A) of the SICA, 1995. The Company is in process of getting the title deeds transferred in its own name.

(Amount Rs. In lacs)

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 a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company**
PPE	Land + Building	480	Modi Spg. & Wvg. Mills Co Ltd	Not applicable	Not applicable	**

**The title deeds of the immovable properties of the company shown under the head Property, Plant and Equipment , which have been vested with the Company, and in the possession of the Company, in terms of the Interse Agreement 24.04.2019 and various orders of the Hon'ble High Court of Delhi in WP(C) No. 6238 of 2019 wherein the said properties stand vested in favour of Haryana Distillery Limited without any further act or deed and in terms of Section 18(6-A) of the SICA, 1985. The Company is in process of getting the title deeds transferred in its own name.

Capital additions of ₹9.75 lacs have been further incurred on the land & building



CORPORATE SOCIAL RESPONSIBILITY

AMOUNT(In Lacs)

(A) Amount required to be spent by the company during the year.	N.A.
(B) Amount of expenditure incurred	N.A.
(C) Shortfall at the end of the year	N.A.
(D) Total of previous years shortfall	N.A.
(E) Reason for shortfall	N.A.
(F) Nature of CSR Activities	N.A.
(G) Details of related party transactions	N.A.

RATION ANALYSIS FOR THE YEARS ENDING 2024-25 & 2023-24

AMOUNT(In Lacs)

S.No.	PARTICULARS	NUMERATOR/DENOMINATOR	2024-25		2023-24		% CHANGE	Reason for Variance
1.	Current Ratio	Current Assets	1680.31 =	1.55	3001.84 =	0.98	-58.3%	Decrease in Current Assets. Increase in Current Liabilities.
		Current Liabilities	1080.80 =		3056.46 =			
2.	Debt to Equity Ratio	Total Long Term Debt	385.14 =	0.05	385.48 =	0.05	-1%	Increase in Long Term Debt
		Total Shareholders' Equity	7497.20 =		7046.04 =			
3.	Debt Service Coverage ratio	Net Operating income	NA = NA		NA = NA		NA	
		Debt Service						
4.	Return on Equity	Net Profit	451.16 =	6%	-1478.05 =	-21%	128.69%	Increase in Net Profit after Tax.
		Total Shareholders' Equity	7497.20 =		7046.04 =			
5.	Inventory Turnover Ratio	Net Sales/ Turnover	9944.65 =	12.40	14829.48 =	12.25	2.13%	Decrease in Net Sales & Decrease in Average Inventory
		Average Inventory	801.89 =		1210.34 =			
6.	Trade Receivable Turnover Ratio	Net Credit Sales	9944.65 =	61.38	14829.48 =	41.37	73.50%	Decrease in Net Credit Sales
		Average Trade Receivables	162.02 =		358.50 =			
7.	Trade Payable Turnover Ratio	Net Credit Purchase	6558.74 =	7.04	10926.80 =	8.05	33.60%	Decrease in Pur. & Average Trade Payables
		Average Trade Payables	931.71 =		1357.78 =			
8.	Net Capital Turnover Ratio	Net Sales/ Turnover	9944.65 =	1659%	14829.48 =	-27150%	39.09%	Decrease in Net Sales. Increase in Working Capital
		Working Capital	599.51 =		-54.62 =			
9.	Net Profit Turnover Ratio	Net Profit	451.16 =	5%	-1478.05 =	-10%	-1.89%	Profit in Current Year
		Net Sales/ Turnover	9944.65 =		14829.48 =			
10.	Return on Capital Employed	EBIT	535.99 =	6.33%	-1322.59 =	-16.43%	-4.22%	Increase in EBIT
		Capital employed	8461.06 =		8047.45 =			
11.	Return on Investment	Net Profit	451.16 =	5.33%	-1478.05 =	-18.37%	-3.08%	Increase in Net Profit
		Capital Employed	8461.06 =		8047.45 =			

NOTES:

Total Shareholders' Equity = Equity Share Capital + Reserves & Surplus (excluding fictitious assets)

Working Capital= Current Assets - Current Liabilities

Capital Employed= Total Assets- Current Liabilities

EBIT= Earning Before Interest & Tax

Average Inventory/ Trade Receivables/ Trade Payables= (Opening Balance+ Closing Balance)/2



Independent Auditors' Report

TO

THE MEMBERS OF HARYANA DISTILLERY LIMITED

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of HARYANA DISTILLERY LIMITED ('the Parent') and its subsidiary, which comprise the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditor on separate financial statement of subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2025;
- b) in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key audit matters are not applicable to the Company as it is an unlisted company.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the director's report on corporate governance and management discussion and analysis report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.



Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiary audited by other auditor, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditor and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary, is traced from their financial statements audited by the other auditor. 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.

Responsibility of management and those charged with governance for the consolidated financial statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 or to cease operations or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors' responsibility for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements,



whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal 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 Parent has adequate internal Financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditor. For the other entity or business activities included in the consolidated financial statement, which have been audited by the other auditor, such other auditor remains responsible for the direction, supervision, and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in: Planning the scope of our audit work and evaluating the result of our work; and Evaluating the effect of any identified misstatements in the consolidated 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.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditor on the separate financial statements of the subsidiary, we report, to the extent applicable, that:



- (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account, as required by law, relating to preparation of the aforesaid consolidated financial statements have been kept, so far as it appears from our examination of those books and reports of the other auditor.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of written representations received from the directors of the Parent as on 31st March, 2025 taken on record by the Board of Directors of the Parent and the reports of the statutory auditor of its subsidiary company, none of the directors of the Group 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 and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditor's report of the Parent and subsidiary company.
- (g) With respect to the other matters to be included in the Auditors' 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 consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group—Refer Note C29.1 to the consolidated financial statements;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were to be transferred, to the Investors Education and Protection Fund by the Parent and its subsidiary company.
- (h) a. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(s), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and



- c. Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.
- d. The Company has not proposed any dividend during the financial year in accordance with Section 123 of the Act, as applicable.
- (iv) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable for the Company only w.e.f. 1 April 2023, therefore, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for financial year ended 31 March 2025.

For Arora & Choudhary Associates

Chartered Accountants

Firm Reg. No. 03870N

Date: 06.10.2025

Place: New Delhi

Vijay Kumar Choudhary

Partner

Membership No. 081843

UDIN: 25081843BMKQXA2018



Annexure – A to the Consolidated Independent Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of Haryana Distillery Limited (hereinafter referred to as "the Parent") and its subsidiary company, which are companies incorporated in India, as on that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent, its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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 obtained by the other auditor of the subsidiary company in terms of their reports, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary company.

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, to the best of our information and according to the explanations given to us and based on the consideration of other auditor, the Parent, its subsidiary company, 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 31st 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 Institute of Chartered Accountants of India.

For Arora & Choudhary Associates

Chartered Accountants

Firm Reg. No. 03870N

Date: 06.10.2025

Place: New Delhi

Vijay Kumar Choudhary

Partner

Membership No. 081843

UDIN: 25081843BMKQXA2018

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Consolidated Balance Sheet as at 31 March, 2025



Particulars	Note No.	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	C3	1,803.34	1,803.34
Reserves and Surplus	C4	<u>5,723.53</u>	<u>5,264.71</u>
		7,526.87	7,068.05
Non-Current Liabilities			
Long-Term Borrowings	C5	500.00	500.00
Secured Loans		184.18	196.20
Unsecured Loans		200.96	189.28
Other Long-Term Liabilities	C6	131.56	148.28
Long-Term Provisions	C7	111.06	162.32
Deferred Tax Liability	C34	<u>336.10</u>	<u>305.33</u>
		1,463.86	1,501.41
Current Liabilities			
Trade Payables	C8		
(a) Total Outstanding dues of Micro Enterprises and Small Enterprises		186.36	731.28
(b) Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		149.69	796.08
Other Current Liabilities	C9	641.30	1,329.09
Short-Term Provisions	C10	<u>131.87</u>	<u>226.87</u>
		1,109.22	3,083.32
TOTAL		<u>10,099.96</u>	<u>11,652.78</u>
ASSETS			
Non-Current Assets			
Property, Plant & Equipment			
Tangible Assets	C11.a	7,004.03	6,960.40
Goodwill on Consolidation		17.62	17.62
Intangible Assets	C11.b	8.10	11.09
Capital Work-in-Progress	C11.c	2.47	357.23
Non Current Investments	C12	153.22	153.22
Long-Term Loans and Advances	C13	615.77	539.46
Other Non-Current Assets	C14	<u>56.34</u>	<u>59.05</u>
		7,857.55	8,098.07
Current Assets			
Inventories	C15	377.18	1,226.59
Trade Receivables	C16	2.31	322.40
Cash and Cash Equivalents	C17	1,651.23	1,690.83
Short-Term Loans and Advances	C18	194.77	261.84
Other Current Assets	C19	16.92	11.87
Other Current Assets held for Sale	C20	-	41.17
		<u>2,242.41</u>	<u>3,554.70</u>
TOTAL		<u>10,099.96</u>	<u>11,652.78</u>
Corporate Information	C1		
Significant Accounting Policies	C2		

Accompanying notes from C1 to C35 are an integral part of the consolidated financial statements

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKWZ2142

Place : New Delhi
Date : 06.10.2025

For and on behalf of the Board of Directors

D C Kaushik
Whole Time
Director
DIN: 00057999

Dr. S.K. Nair
Whole Time
Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing
Director
DIN: 00351859

J.K. Jain
CFO

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883

Consolidated Statement of Profit and Loss for the year ended 31 March, 2025



Particulars	Note No.	For the year ended 31 March 2025 (₹ in lacs)	For the year ended 31 March 2024 (₹ in lacs)
Revenue from Operations (Gross)	C21	9,861.29	14,763.59
Less: Excise Duty		<u>11.32</u>	<u>4.80</u>
Revenue from Operations (Net)		9,849.97	14,758.79
Other Income	C22	130.62	109.03
Total Revenue		<u>9,980.59</u>	<u>14,867.82</u>
Expenses			
Cost of Materials Consumed	C23	6,653.88	10,989.77
Excise Duty		(3.25)	0.11
Changes in Inventories of finished goods & work-in-progress	C24	737.44	(110.98)
Employee Benefits Expense	C25	878.46	1,438.13
Finance Costs	C26	76.57	52.44
Depreciation and Amortisation Expenses	C10.a & b	386.01	368.91
Other Expenses	C27	2,099.80	3,677.89
Total Expenses		<u>10,828.91</u>	<u>16,416.27</u>
Profit / (Loss) Before Exceptional Items & Before Tax		<u>(848.32)</u>	<u>(1,548.45)</u>
Exceptional Items	C28	<u>1,340.62</u>	<u>211.31</u>
Profit / (Loss) After Exceptional Items & Before Tax		<u>492.31</u>	<u>(1,337.14)</u>
Tax Expense:			
Current tax expense		2.70	3.87
Tax Adjustment for Earlier Year		-	-
Deferred Tax		<u>30.77</u>	<u>125.52</u>
Profit / (Loss) for the year		<u>458.84</u>	<u>(1,466.53)</u>
Earnings Per Equity Share (Face Value ₹ 10/- each)			
Basic (₹)	C33	2.54	(8.13)
Diluted (₹)	C33	2.54	(8.13)

Corporate Information C1
Significant Accounting Policies C2
Accompanying notes from C1 to C35 are an integral part of the financial statements

For and on behalf of the Board of Directors

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKQWZ2142

D C Kaushik
Whole Time Director
DIN: 00057999

Dr. S.K. Nair
Whole Time Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing Director
DIN: 00351859

Place : New Delhi
Date : 06.10.2025

J.K. Jain
CFO

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Consolidated Cash Flow Statement for the year ended 31 March, 2025



Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
A. Cash Flow from Operating Activities		
Net Profit after extraordinary items and tax	458.84	(1,466.53)
<i>Adjustments for:</i>		
Depreciation and amortisation	386.01	368.91
Profit on sale of assets	(1,021.89)	(181.23)
Assets Written Off	-	-
Provision for doubtful debts and doubtful advances	-	-
Deferred Tax	30.77	125.52
Provision for Current Tax (Net TDS and Advance Tax)	-	-
Tax Adjustment for Earlier Year	-	-
Bad debts/Amount Written Off	-	-
Liabilities/Provision no longer required written back	(321.71)	(31.18)
Finance costs	76.57	52.44
Interest Income	(92.62)	(75.50)
Rental income from operating leases	(29.54)	(28.14)
Tenancy Rights Transfer Charges Received	-	-
Operating Profit before Working Capital Changes	(513.58)	(1,235.72)
<i>Adjustments for (Increase) / Decrease in Operating Assets:</i>		
Inventories	849.41	(32.50)
Trade receivables & Other Receivable	320.09	89.41
Loans and advances & other current/non current Assets	(11.58)	686.01
<i>Adjustments for Increase / (Decrease) in Operating Liabilities:</i>		
Trade & Other Liabilities	(1,895.82)	991.89
Provisions	175.45	10.60
	(562.45)	1,745.41
Cash generated from operations	(1,076.04)	509.68
Net income tax (paid) / refunds	-	72.54
Net Cash Flow from Operating Activities (A)	(1,076.04)	437.14
B. Cash flow from investing activities		
Purchase of fixed assets	(167.28)	(1,465.62)
Proceeds from sale of fixed assets	1,158.45	237.31
Purchase of Investments	-	-
Interest received	92.62	75.50
Rental income from operating leases	29.54	28.14
Tenancy Rights Transfer Charges Received	-	-
Net cash flow used in investing activities (B)	1,113.33	(1,124.67)
C. Cash flow from financing activities		
Proceeds from Borrowing	(0.34)	385.48
Finance cost	(76.57)	(52.44)
Issue of Optional Convertible Debentures	-	-
Net cash flow from / (used in) financing activities (C)	(76.91)	333.04
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(39.60)	(354.47)
Cash and cash equivalents at the beginning of the year	1,690.83	2,045.28
Cash and cash equivalents at the end of the year	1,651.23	1,690.83

Notes:

- 1) Cash Flow Statement has been prepared under the indirect method as set out in AS-3
- 2) Cash and Cash Equivalents include ₹23.31 Lacs (PY ₹21.93 Lacs) which are statutorily and contractually restricted accounts
- 3) Previous year figures have been regrouped/recast wherever necessary

As per our report of even date attached
For Arora & Choudhary Associates
Chartered Accountants
Firm Regn. No. 0003870N

For and on behalf of the Board of Directors

CA Vijay Kumar Choudhary
Partner
M.No.081843
UDIN: 25081843BMKQWZ2142

D C Kaushik
Whole Time
Director
DIN: 00057999

Dr. S.K. Nair
Whole Time
Director
DIN: 00356367

Prof. Dr. D. K. Modi
Managing
Director
DIN: 00351859

Place : New Delhi
Date : 06.10.2025

J.K. Jain
CFO



HARYANA DISTILLERY LIMITED
Notes forming part of the Financial Statements

Note Particulars

C1. Corporate information

Haryana Distillery Ltd (the "Company") is engaged in manufacturing of Spirits, Liquor, management and investment in Real Estate Assets and Renting having its Registered office at 16, Community Centre, New Friends Colony, New Delhi-110025 and Works at 21 M, Industrial Area, Yamuna Nagar, Haryana-135001. The Company had acquired all the equity shares of a Company during the year 2019-20, namely M/s Circle Trade Overseas Private Limited having its CIN.U74899DL1990PTC039817, having its Registered office at Plot No. 8, OCF Pocket Institution area, Sarita Vihar New Delhi – 110076.

C2. Significant accounting policies

C2.1 Basis of Accounting

The Financial Statements have been prepared under historical cost convention on accrual basis of accounting. The generally accepted accounting principles (GAAP) and the Accounting Standards referred under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The disclosures have been made in accordance with amended Schedule-III of the Companies Act, 2013 and the Indian Accounting Standards.

C2.2 Inventory Valuation

- a. Stores & Spares – At cost including GST (The cost is determined on annual weighted average cost basis).
- b. Goods-in-transit –At cost including GST.
- c. Raw Material & Fuel – At cost including GST based on FIFO method.
- d. Finished Goods – At lower of Cost or net realizable value, whichever is less. Cost includes raw material cost, power & fuel, packing cost & factory overheads but excludes interest & administration expenses.
- e. Grain-in-process :
 - (i) Unbottled Spirit: At Direct expenses plus appropriate factory overheads on the basis of completed production.
 - (ii) Grain-in-process: At cost.
- f. Valuation has been done at cost including GST, except for reduction in GST to the extent permissible for availing input tax credit, wherever applicable.

C2.3 Fixed Assets

- a. Fixed Assets are stated at cost. Cost includes cost of acquisition, freight, duties, taxes and other incidental expenses related to acquisition/installation. Cost includes GST except for reduction in GST to the extent permissible and availed if any.
- b. An asset is treated as impaired, when carrying cost of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in the prior period is reversed if there has been a change in the estimate of the recoverable amount.

C2.4 Depreciation

Depreciation on Plant and Machinery is calculated on Straight Line Method and on other fixed assets on reducing balance method as per Schedule II of the Companies Act, 2013 except on buildings which had vested in the company as a result of de-merger of Modi Spinning & Weaving Mills Co. Ltd and are situated at Modi Nagar, due to non availability of actual cost and date of construction, the depreciation on such buildings is continued to be provided on WDV Method @ 5% p.a. Depreciation on Intellectual Property rights is provided @ 25% p.a. and on Software @ 40% p.a. on WDV Method.

C2.5 Investments

Long term investments are valued at cost unless there is a decline in value other than temporary.

C2.6 Retirement Benefits

Retirement benefits have been recognized in accordance with Accounting Standard 15 (Revised) issued by the ICAI accordingly: -

- a) Short term Employee Benefit-
 - Short Term Employee benefits are recognized in the period during which the services have been rendered.
- b) Long term Employee benefits-
 - (i) Defined Contribution Plan
Provident Fund and Employee's Insurance Scheme -
All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both employee and employer make



monthly contribution to the plan at a predetermined rate of employee's basic salary & dearness allowance.

These contributions to Provident Fund are administered by the 'Provident Fund Commissioner. Contributions to Provident Fund are expensed in the Statement of Profit and Loss. The company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined Benefits Plan

(a) Leave Encashment

The liability based on encashable earned leave at the year end is fully provided for.

(b) Gratuity

The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering all employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment. The Liabilities with regards to the Gratuity Plan are determined by actuarial valuation as of balance sheet date and are expensed in the Statement of Profit and Loss.

(iii) Actuarial Gains or Losses are recognized as and when incurred.

C2.7 Revenue Recognition

- a. Sale of goods is recognized at the point of dispatch of goods to the customers, net of rebate and discount & excise duty and includes sale of animal feed (DDGS).
- b. Other items of revenue are recognized on accrual basis in accordance with Accounting Standard-9. Accordingly, wherever there are uncertainties in the ascertainment/ realization of income, the same is not accounted for i.e. dividend, insurance claims.

C2.8 Taxation

- a. The Income Tax Liability is provided in accordance with the provisions of the Income Tax Act, 1961.
- b. Deferred Tax (Assets/Liabilities) is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

C2.9 Contingent Liabilities:

Liabilities, though contingent, are provided if there are reasonable prospects of such liabilities maturing. Other contingent liabilities, barring frivolous claims, not acknowledged as debt, are disclosed by way of a note.

C2.10 Basis of Consolidation

The Consolidated Financial Statements (CFS) includes the financial statements of the Company and its subsidiary.

Subsidiary is entity controlled by the Group. The assets, liabilities, income and expenses of subsidiary are aggregated and consolidated, line by line, from the date of control is acquired by any group entity to the date it ceases. Profit or Loss is attributed to the Group as owners and to the non- controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date of control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount of goodwill is included in the determination of the profit or loss and recognized in the Statement of Profit and Loss. Impairment loss, is any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

All intergroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

C2.11 Goodwill on Consolidation

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in determination of the profit or loss recognized in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to CGU or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.



HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883

Notes forming part of the Consolidated Financial Statements

Note C3 Share Capital

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Number of Shares	Amount (₹ in lacs)	Number of Shares	Amount (₹ in lacs)
(a) Authorised Equity shares of ₹ 10/- each	20,000,000	2,000.00	20,000,000	2,000.00
(b) Issued, Subscribed and Fully Paid Equity shares of ₹ 10/- each	1,80,33,365	1,803.34	1,80,33,365	1,803.34

(c) **Reconciliation of the number of Equity shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity shares ₹ 10/- each fully paid up				
Year ended 31 st March, 2025				
- Number of shares	1,80,33,365	-	-	1,80,33,365
- Amount (₹ in lacs)	1,803.34	-	-	1,803.34
Year ended 31 st March, 2024				
- Number of shares	1,80,33,365	-	-	1,80,33,365
- Amount (₹ in lacs)	1,803.34	-	-	1,803.34

(d) **Details of shares held by each shareholder holding more than 5% shares:**

Class of shares / Name of Shareholders	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of ₹ 10/- each fully paid up				
MACL Securities & Finance Ltd	44,93,800	24.92%	44,93,800	24.92%
Transnational Securities & Finlease Ltd	19,39,500	10.76%	19,39,500	10.76%
Photonics Pvt Ltd	10,00,000	5.55%	10,00,000	5.55%
Pravesh Builders & Developers Pvt Ltd	11,50,000	6.38%	11,50,000	6.38%
Prof. Dr. Devendra Kumar Modi	22,05,409	12.23%	22,05,409	12.23%

Shares held by promoters at the end of the year

S.No.	Promoter Name	No. of Shares	For the F.Y. 2022-23 % of total shares	For the F.Y. 2021-22 % of total shares	% Change during the year
1.	Prof. (Dr.) Devendra Kumar Modi	22,05,409	12.23	12.23	NIL
2.	MacL Securities And Finance Ltd	44,93,800	24.92	24.92	NIL
3.	Dhiraj Commercial Private Limited	8,85,000	4.91	4.91	NIL
4.	Rahul Commercial Private Limited	8,65,000	4.80	4.80	NIL
5.	Vikee Commercial Private Limited	7,50,000	4.16	4.16	NIL
6.	Laoleen Investment Private Limited	1,70,000	0.94	0.94	NIL
7.	Upasana Investment Private Limited	80,467	0.45	0.45	NIL
	TOTAL	94,49,676	52.41	52.41	NIL

Note C4 Reserves and Surplus

Surplus in Statement of Profit and Loss

Opening balance	5,264.71	6,731.24
Add: Profit / (Loss) for the year	458.84	(1,466.53)
Closing balance	<u>5,723.53</u>	<u>5,264.71</u>
Total	<u>5,723.53</u>	<u>5,264.71</u>

Note C5 Long Term Borrowings

Optionally Fully Convertible Debentures 4.50% p.a. 10,00,000 (Ten lacs only) Optionally fully convertible debentures of ₹50/- each issued to Laoleen Investment Pvt Ltd	500.00	500.00
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Secured Loans - Bank

Secured Loan from HDFC Bank against Fixed Deposit	184.18	196.20
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Unsecured Loans

(a) **Others**

Unsecured Loan from MACL Securities & Finance Ltd	200.96	189.28
Total	<u>885.14</u>	<u>885.48</u>

a. The OCDs shall be unsecured

b. The OCDs shall have tenor of 8 Years

c. The OCDs shall carry fixed coupon Payment which shall be annually paid to the OCDs investors at rate of 4.50% p.a.

d. The OCDs shall be converted into equity share in following manner;

- The Investors has the right to exercise the option on completion of 3rd year from the date of allotment of OCDs.

- Redemption of OCDs shall be made at par

e. Each OCDs shall be converted into one Equity Share of face value of ₹10 (Rupees Ten) each.

f. The new equity shares issued on conversion of OCDs shall be in dematerialised form and subject to the memorandum and article of association of the company and shall rank pari-passu in all respects with the existing issued and subscribed equity shares of the company including as to dividend.



HARYANA DISTILLERY LIMITED

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Notes forming part of the Consolidated Financial Statements

Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note C6 Other Long-Term Liabilities		
(a) Trade Payables		
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises	-	-
(ii) Total Outstanding dues to creditors other than Micro Enterprises and Small Enterprises	69.52	70.28
(b) Others:		
Interest Payable on Security Deposit	18.75	18.96
Trade / security deposits received	12.10	13.76
Expenses Payable	31.09	31.09
Liability for employees	0.02	0.24
Stale Cheques	0.08	13.95
Total	131.56	148.28
Note C7 Long-Term Provisions		
(a) Provision for Employee Benefits:		
Provision for gratuity	70.41	112.38
Provision for Leave Salary	11.10	18.00
	81.51	130.38
(b) Provision - Others:		
Provision for obsolete stores	29.55	31.94
	29.55	31.94
Total	111.06	162.32
Note C8 Trade Payables		
Trade payables		
(i) Total Outstanding dues to Micro Enterprises and Small Enterprises	186.36	731.28
(ii) Total Outstanding dues to creditors other than Micro Enterprises and Small Enterprises	144.69	791.08
(iii) Others	5.00	5.00
Total	336.05	1,527.36
Note C9 Other Current Liabilities		
Other payables		
(i) Statutory remittances	27.91	134.56
(ii) Trade / security deposits received	4.30	1.65
(iii) Expenses Payable	479.30	596.29
(iv) Liabilities for employees	15.00	43.05
(v) Advance Received for sale of properties	94.30	532.84
(vi) Interest Payable on OCD Debentures	20.25	20.25
(vii) Advance Rent Received	0.24	0.45
Total	641.30	1,329.09
Note C10 Short-Term Provisions		
(a) Provision for employee benefits:		
(i) Provision for Bonus	11.88	19.80
(ii) Provision for Gratuity	5.58	5.58
(iii) Provision for Ex-gratia	111.71	194.37
	129.17	219.75
(b) Provision - Others:		
(i) Provision for tax (Net off Advance Tax & TDS)	2.70	3.87
(ii) Excise duty on closing stock of finished goods	-	3.25
	2.70	7.12
Total	131.87	226.87

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Notes forming part of the Consolidated Financial Statements

Note C11 Property, Plant & Equipment as on 31.03.2025

SR NO	PARTICULARS	OPENING	GROSS CARRYING VALUE ADDITIONS/ DEDUCTIONS/ ADJUSTMENT	CLOSING	OPENING	DEPRECIATION / AMORTISATION FOR THE YEAR	DEDUCTIONS	CLOSING	RETAINED EARNINGS EFFECT	NET CARRYING VALUE
(₹ in lacs)										
A	TANGIBLE ASSETS									
	LAND	953.35	44.35	961.19	-	-	-	-	-	961.19
	BUILDING	777.22	8.06	782.97	414.65	28.10	-	442.75	-	340.22
	PLANT & MACHINERY	7,872.12	467.12	7,859.36	2,284.00	338.39	429.58	2,192.81	-	5,666.55
	ELECTRIC INSTALLATION	91.40	0.18	91.55	83.56	1.00	0.03	84.53	-	7.02
	TUBEWELL	21.78	-	21.78	19.36	0.64	-	20.00	-	1.78
	MOTOR CARS, TRUCK & TRACTOR	79.46	-	73.60	63.45	4.56	-	68.03	-	5.77
	COMPUTER	24.27	1.43	25.70	17.66	4.47	-	22.13	-	3.57
	FURNITURE & FIXTURES	120.77	0.30	120.87	97.29	5.84	0.19	102.94	-	17.93
	TOTAL	9,940.37	521.44	9,937.22	2,979.97	383.02	429.80	2,933.19	-	7,004.03
B	INTANGIBLE ASSETS									
	INTELLECTUAL PROPERTY RIGHTS	983.31	-	983.31	975.17	2.39	-	977.56	-	5.75
	COMPUTER SOFTWARE	4.40	-	4.40	1.46	0.60	-	2.06	-	2.34
	TOTAL	987.71	-	987.71	976.63	2.99	-	979.62	-	8.10
C	CAPITAL WORK IN PROGRESS	356.63	-	2.47	-	-	-	-	-	2.47
	TOTAL (A+B+C)	11,284.71	521.44	10,927.40	3,956.61	386.01	429.80	3,912.81	-	7,014.60

Previous Year Figures of Property Plant & Equipment as on 31.03.2024

SR NO	PARTICULARS	OPENING	GROSS CARRYING VALUE ADDITIONS	DEDUCTIONS/ ADJUSTMENT	CLOSING	OPENING	DEPRECIATION / AMORTISATION FOR THE YEAR	DEDUCTIONS	CLOSING	RETAINED EARNINGS EFFECT	NET CARRYING VALUE
(₹ in lacs)											
A	TANGIBLE ASSETS										
	LAND	233.98	755.46	36.09	953.35	-	-	-	-	-	953.35
	BUILDING	723.75	55.31	1.84	777.22	384.85	29.80	-	414.65	-	362.57
	PLANT & MACHINERY	6,575.94	1,422.31	126.13	7,872.12	2,076.58	316.04	108.62	2,284.00	-	5,588.12
	ELECTRIC INSTALLATION	90.33	1.07	-	91.40	82.51	1.05	-	83.56	-	7.94
	TUBEWELL	20.13	1.65	-	21.78	19.05	0.31	-	19.36	-	2.42
	MOTOR CARS, TRUCK & TRACTOR	80.10	-	0.64	79.46	56.06	7.39	-	63.45	-	16.01
	COMPUTER	17.43	6.84	-	24.27	14.57	3.09	-	17.66	-	6.61
	FURNITURE & FIXTURES	111.89	8.88	-	120.77	89.93	7.36	-	97.29	-	23.48
	TOTAL	7,853.55	2,251.52	164.70	9,940.37	2,723.55	365.04	108.62	2,979.97	-	6,960.40
B	INTANGIBLE ASSETS										
	INTELLECTUAL PROPERTY RIGHTS	983.31	-	-	983.31	971.97	3.20	-	975.17	-	8.14
	COMPUTER SOFTWARE	2.28	2.12	-	4.40	0.78	0.68	-	1.46	-	2.94
	TOTAL	985.59	2.12	-	987.71	972.75	3.88	-	976.63	-	11.08
C	CAPITAL WORK IN PROGRESS	1,145.25	354.21	1,142.83	356.63	-	-	-	-	-	356.63
	TOTAL (A+B+C)	9,984.39	2,607.85	1,307.53	11,284.71	3,696.30	368.92	108.62	3,956.61	-	7,328.12



HARYANA DISTILLERY LIMITED

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Notes forming part of the Consolidated Financial Statements

Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note C12 Non Current Investments		
INVESTMENT IN REC BONDS	150.00	150.00
INVESTMENT IN EQUITY INSTRUMENTS		
In Subsidiaries- Unquoted		
Modern Spinners Limited		
104003 Equity Shares of ₹10/- each fully paid up	1.04	1.04
Vishal Syntex Limited		
218003 Equity Shares of ₹10/- each fully paid up	2.18	2.18
Total	153.22	153.22
Note C13 Long-Term Loans and Advances		
(a) Capital advances		
Unsecured		
(i) Considered Good	524.26	441.49
(ii) Considered Doubtful	100.80	100.80
Less: Provision for doubtful	(100.80)	(100.80)
	524.26	441.49
(b) Security deposits		
Unsecured, considered good	24.27	30.27
(c) Prepaid expenses - Unsecured, considered good	0.88	2.63
(d) Balances with Government authorities		
(I) Unsecured, considered good		
(i) Income Tax Refund	46.95	46.95
(ii) Deposit against demand relating to TCS	3.08	3.08
(iii) Excise Duty on Wastage	1.55	1.55
(iv) Vat Recoverable	1.35	1.35
(v) Income Tax Receivable	10.79	10.79
(vi) Export Duty at Haryana	1.56	0.37
(vii) Other Balances with Government	1.08	0.98
(II) Unsecured, considered Doubtful		
(i) Import Duty Deposited	0.17	0.17
Less: Provision for Doubtful Advances	(0.17)	(0.17)
	66.36	65.07
(e) Other loans and advances		
(i) (I) Unsecured, considered good advance given to employees	-	-
(i) Advance given to Suppliers & Contractors	-	-
(ii) Unsecured, considered Doubtful advance given to Suppliers & Contractors	0.03	0.03
Less: Provision for other doubtful loans and advances	(0.03)	(0.03)
	-	-
Total	615.77	539.46
Note C14 Other Non-Current Assets		
(a) Long-term trade receivables		
Unsecured, considered good	0.02	0.02
Unsecured, considered Doubtful	-	-
	0.02	0.02
Less: Provision for doubtful trade receivables	-	-
	0.02	0.02
(b) Accruals		
Interest accrued on deposits		
Interest Recoverable	1.07	0.11
(c) Others		
Gratuity Fund Trust	0.01	0.01
ITC Receivable	55.24	58.91
Total	56.34	59.05



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Notes forming part of the Consolidated Financial Statements

Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note C15 Inventories		
(a) Raw materials	37.94	132.82
(b) Work-in-progress (Refer Note below)	-	108.06
(c) Finished goods (other than those acquired for trading)	5.35	626.01
(d) Stores and spares	331.05	341.91
(e) Loose tools	2.84	3.16
(f) Goods in transit	-	14.63
Total	377.18	1,226.59
Note: Details of inventory of work-in-progress		
Grains in process	-	60.83
Unbottled Liquor	-	38.06
Empty Bottles Pet (Preform)	-	9.71
Total	-	108.06
Note C16 Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered Good	0.81	297.31
Unsecured, considered Doubtful	174.81	165.13
Less: Provision for Doubtful Debts	(174.17)	(165.13)
Other Trade Receivables		
Unsecured, considered good	0.86	25.09
Total	2.31	322.40
Note C17 Cash and Cash Equivalents		
(a) Cash on hand	2.68	4.18
(b) Balances with banks		
(i) In current accounts	111.03	280.15
(ii) Earmarked balances	23.31	21.93
(iii) In deposit accounts (Refer Note 1 below)	1,514.21	1,384.57
Total	1,651.23	1,690.83
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements.	1,651.23	1,690.83
Note 1 : Balances with banks include deposits amounting to ₹586.77 lacs (As at March 2024 ₹799.81 lacs) which have an original maturity of more than 12 months.		
Note C18 Short-Term Loans and Advances		
(a) Prepaid expenses - Unsecured, considered good	145.95	156.90
(b) other receivable- considered good	5.66	-
(b) Others		
Unsecured, considered good		
Claim recoverable (salary & wage apprentice)	0.24	0.10
Capital Advances	23.44	84.54
TDS/TCS Receivable	19.48	16.30
Advance Tax	-	4.00
Total	194.77	261.84
Note C19 Other Current Assets		
Accruals		
(a) Interest accrued on deposits	8.71	4.04
(b) Interest Recoverable	8.21	7.83
Total	16.92	11.87



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Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Note C20 Other Current Assets-Assests held for Sale		
(a) Assests held for Sales	-	41.17
Total	<u>-</u>	<u>41.17</u>
Note C21 Revenue from Operations		
Sale of Products (Net) (Refer Note (i) below)	9,820.71	14,689.97
Other Operating Revenues		
Sale of scrap	40.58	73.62
	9,861.29	14,763.59
Less : Excise duty	11.32	4.80
Total	<u>9,849.97</u>	<u>14,758.79</u>
Note		
(i) Sale of Products comprises :		
Manufactured goods		
Ordinary Spiced Sprit (Country Liquor)	4,606.48	5,835.78
Sale of ENA	3,877.58	6,567.25
Others	1,336.65	2,296.06
Total - Sale of manufactured goods	9,820.71	14,699.09
Less : Rebate & Discount	-	9.12
Net Sale of Products	<u>9,820.71</u>	<u>14,689.97</u>
Note C22 Other Income		
Interest Income		
Interest from banks on deposits	83.32	64.02
Interest on Bonds	7.50	7.50
Interest on others	0.96	0.96
Interest on Income Tax Refund	0.84	3.02
Other non-operating income		
Rental income from operating leases	29.54	28.14
Miscellaneous income	8.46	5.39
Total	<u>130.62</u>	<u>109.03</u>
Note C23 Cost of Materials Consumed		
Opening stock	132.82	195.79
Add: Purchases	6,558.74	10,926.80
	6,691.56	11,122.59
Less: Closing stock	37.68	132.82
Cost of Material Consumed	<u>6,653.88</u>	<u>10,989.77</u>
Material consumed comprises:		
Raw material Consumed	5,285.14	9,317.84
Packing Material	1,317.98	1,586.10
Other items	50.76	85.83
Total	<u>6,653.88</u>	<u>10,989.77</u>



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Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Note C24 Changes in inventories of finished goods & work-in-progress		
Inventories at the end of the year:		
Finished goods	5.35	626.01
Work-in-progress	-	47.22
Grain in Process	-	60.83
Scrap in stock	3.52	12.25
	<u>8.87</u>	<u>746.31</u>
Inventories at the beginning of the year:		
Finished goods	626.01	526.02
Work-in-progress	47.22	58.90
Grain in Process	60.83	39.01
Scrap in stock	12.25	11.40
	<u>746.31</u>	<u>635.33</u>
Net (increase) / decrease	<u>737.44</u>	<u>(110.98)</u>
Note C25 Employee benefits expense		
Salaries and wages	701.16	1,295.53
Contributions to provident and other funds	31.07	52.26
Staff welfare expenses	27.93	35.00
Gratuity	118.30	55.34
Total	<u>878.46</u>	<u>1,438.13</u>
Note C26 Finance Costs		
Interest expense on Others	15.12	12.36
Interest to MSMED Units	19.94	12.56
Interest on Others	17.76	4.80
Interest on Late deposit of TCS, TDS, GST	1.25	0.21
Interest on Debenture	22.50	22.50
Total	<u>76.57</u>	<u>52.44</u>
Note C27 Other Expenses		
Consumption of stores and spare parts	218.97	396.97
Power and fuel	1,007.63	2,257.82
Rent including lease rentals	3.43	3.40
Rates and taxes	320.81	314.46
Legal and professional	77.88	76.23
Payments to auditors (Refer Note (i) below)	3.99	7.72
CSR Expenditure (Refer Note 27.3.9)	-	-
Pollution Control Expenses	40.89	6.82
Repairs and maintenance - Machinery	136.84	182.05
Shifting & loading charges DDGS	7.00	17.85
Shifting & Loading charges Country Liquor	19.57	40.53
DDGSS Packing material A/c	10.42	18.68
Miscellaneous expenses	251.45	333.05
Commission	1.00	22.32
Total	<u>2,099.79</u>	<u>3,677.89</u>
Note (i)		
Payment to Auditors Comprises		
As auditors - Statutory Auditors	3.11	3.11
For Taxation Matters	0.88	3.63
For Company Law Matters	-	0.77
Reimbursement of Expenses	-	0.20
Total	<u>3.99</u>	<u>7.71</u>



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Notes forming part of the Consolidated Financial Statements

Particulars	For the year ended 31 March, 2025 (₹ in lacs)	For the year ended 31 March, 2024 (₹ in lacs)
Note C28 Exceptional Items		
Exceptional Income		
Liabilities no longer required Written Back	42.43	0.28
Provisions no longer required Written Back	135.16	30.90
Gain on Sale of Fixed Asset	468.35	1.10
Profit on Sale of CAR	-	2.36
Gain on Sale of Land	120.73	31.33
Amount written Back	144.12	-
Short & Excess	0.07	-
Profit on Sale of Property	432.81	146.29
Profit on Sale of fixed assets through scrap	-	0.15
Total	1,343.67	212.41
Exceptional Expenses		
Prior Period Expenses	0.10	1.10
Loss on Sale of Store	2.94	-
Total	3.04	1.10
Total	1,340.62	211.31

Note C29 Additional information pursuant to Schedule III and others.

C29.1 Contingent Liabilities & Claims and Commitments not

provided for in respect of :-

Contingent liabilities

(a) Claims/ Disputed Liabilities against the Company not acknowledged as debt:	0.51	0.51
(b) Other money for which the Company is contingently liable		
(1) Entry Tax under Haryana Local Area Development Act 2000 and Haryana Entry of Goods & Local Area Act, 2008 from 01-01-2007 to 31-03-2009 in view of order of Supreme court dated 30-10-2009 (34 PHT 623)	91.01	91.01
(2) Interest on entry tax as mentioned above upto 31.03.2023	539.18	506.41
(3) Disputed Liabilities in respect of VAT A.Y. 2014-15	1.35	1.35
(4) Disputed liabilities in respect of Excise		

According to the records of the Company, the Excise Duty (excluding unascertainable amount of interest) was not deposited on account of disputes at various forums:

Period to which it relates

Supreme Court	1978-79	1.55	1.55
Financial Commissioner, Haryana	1984-85	0.36	0.36

(5) Haryana State Excise Authorities issued show cause notices to Company for levying excise duty amounting to ₹1164.07 Lacs on account of (i) low yield of rectified spirit from molasses amounting to ₹1083.90 Lacs and (ii) excess wastage of rectified spirit during distillation amounting to ₹80.17 Lacs. The Company has disputed these show cause notices and also obtained legal opinion on the above issue which states that the show cause notices issued on account of above factors are completely unwarranted and are without any basis or justification

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Notes forming part of the Financial Statements



whatsoever, either on facts or in law. In view of the above, no provision for the above is considered necessary at this stage since the company is hopeful of getting the show cause notices set aside; in view of the above no contingent liability is provided

(6) Regarding :- Liabilities on a/c of Labourers General Demand Notice.

For the last over 5 decades there has been a trend in our Co. that the Registered Trade Union (s) serves and get the workmen demands settled at every after a period of 3 Yrs. Duration. The H.D. Emp. Union after expiry of the period of its previous settlement had submitted a General Demand Notice dated 11-09-2017 for 3 yrs. period i.e. from 01-07-2017 to 30-06-2020 which is still pending before the Labour court, Ambala for adjudications. During the pendency of the same, the said Union has submitted its another General Demand Notice dated 10-07-2020 for further period of 3 Yrs. i.e. from 01-07-2020 to 30-06-2023 which is also pending for consideration and decision.

The liabilities in both the Demand Notices owing to that being subjudice, cannot be provided at our own.

As per the said proposal of settlement dated 20-03-2023, our company had owned to allow an increase of ₹920/-PW/PM effective from the date of settlement, but the court on the last date of hearing i.e on 27-02-2023 had got that amount divided into 2 parts i.e 50 % in basic and 50 % in allowance which works out as under:-

In Basic Wages (₹)	Add.Perks on Basic wage @ 43.5% (₹)	In other allowances (₹)	Total CTC approx. (₹)	To be paid to the eligible No.of W/M	Period of 5 months From	1120X82X5 comes to (₹)
460	200	460	1120	82	Nov., 2022 to March, 2023	4,59,200/-

It is therefore, desired that the aforesaid amount i.e. ₹4,59,200/- (In round off ₹4.60 Lac) may be booked in the accounts of Books as being the liability on the company as on 31-03-2024.

(7) Liabilities for the payment of "Environment Compensation" on the extraction and use of Ground Water for commercial and industrial use.

Earlier we were paying Water Cess to Haryana State Pollution Control Board (HSPCB) under the Water (Prev. & control of pollution) Cess Act, 1977. Since the Govt. of India, Ministry of Finance vide its circular dated 07-06-2017 had abolished various Acts/Cesses inclusive of the aforesaid Act w.e.f.01-07-2017. resultantly, the making of the payment of Water Cess was stopped by us from the said date.

The Govt of Haryana had issued a Gazette Notification Extra ordinary dated 23-12-2020 whereby the State Govt. has proposed certain amount of levy as being Environment Compensation on the extraction and use of ground water for the commercial and industrial use. In compliance to the said Gazette Notification, we had submitted our Application dated 30-09-2021 for the grant of NOC to Haryana Water Resources Authority (HWRA) for the issuance of permission to extract ground water for industrial use which is still pending for consideration and decision of the Deptt.

Further to the above, the Govt. of Haryana also had issued another Notification dated 17-03-2022 (Photocopy enclosed) with regard to its notifying the imposition of Environment Compensation to regulate and control the ground water extractions in the state having given the Tariff of the extraction and use of ground water. Considering the various factors, the Govt. has fixed the area wise categorization of Zones like (i) Safe (ii) Semi Critical (iii) Critical (iv) Over Exploited and that our's are falling in the category of Over Exploited zone.

As per the Mail dated 20-04-2022 of HWRA, the liability of the payment of environment compensation for the extraction of ground water has become payable w.e.f.23-12-2020, but the exact amount of levy of "Environment Compensation" presently cannot be ascertained at our own until the pendency of the applied NOC is cleared/issued to us.

As such, the liability of the payment of "Environment Compensation" in the absence of the requisite NOC and the placement of demand for payment from the Deptt. cannot be assessed at our own at this stage.



Commitments		As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for			
Tangible assets and not provided (Net of advance paid)		-	28.02
(b) Store Purchases (Net of advance paid)		-	54.34
29.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars		
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	731.28
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	17.98	12.70
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	1290.19
	(iv) The amount of interest due and payable for the year	17.98	12.56
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	17.98	12.70
	(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	13.42

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

C29.3 Other Information

C29.3.1 Personal accounts of the parties, whether in debit or credit are subject to confirmation from the parties.

C29.3.2 Pursuant to Accounting Standard Interpretation (ASI) 4 (Revised), Disclosure of Revenue from Sales Transaction issued by The Institute of Chartered Accountants of India, the excise duty expense has been bifurcated into two components: excise duty expense related to sales amounting to ₹11.32 Lacs P.Y (₹4.80 Lacs) is reduced from Gross Sales and the balance amount of excise duty relating to the difference between the closing stock and opening stock of ₹-3.25 Lacs (P.Y ₹0.11 lacs) is recognized separately in the Statement of Profit and Loss.

C29.3.3 Expenditure in Foreign Currency

	Current Year	Previous Year
Travel Expenses	1.97 Lacs	Nil

C29.3.4 The Raw Material, components and spare parts consumed during the year are all indigenous, sourced and paid in Indian rupees.

C29.3.5 In response to the enquiry by the Company, the Nil manufacturers/suppliers have informed that they are registered with the appropriate authority under Micro, Small and Medium Enterprises Act, 2006. In view of above interest of ₹19.94 Lacs has been provided relating to it.

C29.3.6 Exceptional items includes ₹42.44 Lacs (P.Y. ₹0.28 Lacs) towards the written back of liability no longer required and has been taken as income during the year.

C29.3.7 While disposing off the writ petition from the various country liquor licenses, the Hon'ble Punjab & Haryana High Court, Chandigarh restrained the Company in the earlier year from collecting the TCS from the country liquor licensees u/s 206C of the Income Tax Act, 1961. The Hon'ble High Court simultaneously asked the licensees to deposit the amount against such tax to be collected and directed the company that the said amount be kept in a separate bank account. The Company has kept the said amount in separate bank account in Fixed Deposit and the interest of ₹1.53 Lacs earned thereon has been taken into income of the Company for the year 2024-25 and has been credited to the respective account.

C29.3.8 The Company has paid as advance a sum of ₹100.80 Lacs towards purchase of capital assets to M/s Belliss India Limited. In view of the fact that the delivery of the capital asset or refund has become uncertain due to reasons beyond control of the supplier as informed to



the company, provision for the same has been made. The Company has already initiated legal proceedings against the supplier and its directors. The Company has come to know that M/s. Belliss India Ltd. is under liquidation before the Hon'ble High Court of Calcutta, vide order dated 10.03.2015 in C.P. No.904 of 2014. In order to protect its interest, the Company has filed appropriate applications for claiming the amounts paid to Belliss India Ltd. The said claim application was filed before the Official Liquidator, Hon'ble High Court of Calcutta vide C.P. No.904 of 2014 in the month of March 2017 to participate in the recovery proceedings and an amount of ₹100.80 lacs has been claimed by the Company in the said recovery proceedings. Vide order dated March 20, 2023 the Hon'ble Calcutta high court by giving a reference of the order dated December 20, 2022 the pending proceedings along with all the connected applications stands transferred to NCLT.

After transfer of case to NCLT, the case no. TP-33 of 2023 under section 433E/433F of the Companies Act, 1956 has been allotted. The official liquidator has filled its report as per directions of the NCLT, Kolkata bench, the matter is now listed for July 12, 2024. The matter is pending for adjudication.

C29.3.9 As per provision of Section 135(CSR) of Companies Act, 2013, the Company is required to spend an amount of ₹ Nil for the current year(P.Y. ₹ NIL), calculated on the basis of average profit of the preceding three years.

C29.3.10 The Capital work in progress includes sum of ₹2.47 Lacs (P.Y. ₹357.23 Lacs) related to certain plant and machinery which are under erection.

C29.3.11 The title deeds of the immovable properties of the company shown under the head Property, Plant and Equipment , which have been vested with the Company, and in the possession of the Company, in terms of the Scheme for the revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (SS-04) by the Hon'ble BIFR vide its order dated 25/03/2004 and in terms of the orders of the Hon'ble Delhi High Court in WP(C) No.7424/2007 dated 19/12/2007 and 07/01/2008, wherein the said properties stand vested in favour of Haryana Distillery Limited without any further act or deed and in terms of Section 18(6A) of the SICA, 1985.

C29.3.12 The scheme for revival and rehabilitation of Modi Spinning & Weaving Mills Co. Ltd. (MSWM) was sanctioned on 25.03.2004 and in terms of the orders of Hon'ble Delhi High Court in WP(C) No. 7424 of 2007 dated 19.12.2007 and 07.01.2008, under the Scheme certain investments as below came to Haryana Distillery Ltd. (HDL):

(i) 218003 shares of Vishal Syntex Ltd. (VSL) - value : ₹2.18 Lacs

(ii) 104003 equity shares of Modern Spinners Ltd. (MSL) - value : ₹1.04 Lacs

These shares were sold by HDL to the Company during the year 2007-08 for a value of VSL - ₹2.18 Lacs and MSL - ₹1.04 Lacs, total amounting to ₹3.22 Lacs. That Company could not get transferred the shares of MSL and VSL in its name since the said companies are under liquidation in terms of the order of Allahabad High Court dated 24.09.2005 and all the records of MSL & VSL are with the Official Liquidator of the Allahabad High Court. The shares could not be lodged for transfer by that company.

The Company had categorized this sale as a bad delivery of shares by HDL since the shares could not be transferred in its name. On the insistence of the buyer, the company has accepted back the delivery of said shares of VSL – 218003 and MSL – 104003 considering it as a bad delivery and has shown the same as an investment during the year 2021-22 at the same value it was sold in the year 2007-2008 to them.

C29.3.13 Since both Modern Spinners Ltd & Vishal Syntex Ltd are under liquidation and are under the control of the Official Liquidator of the Allahabad High Court, no books of account or other records of MSL & VSL are available with the company and therefore the Balance Sheet and Statement of Profit and Loss of both these companies could not be prepared and consolidated with the Balance Sheet of HDL.

C29.3.14 Certain obsolete fixed assets having written down value amounting to ₹0.03 Lacs (P.Y. ₹Nil) has been written off from fixed assets during the year.

C29.3.15 BIFR Scheme of demerger & its implementation

Background

Modi Spinning & Weaving Mills Co. Ltd. (MSWM), Company registered under the Companies Act 1956 became a sick industrial company in the year 1989 and was declared so under the Provisions of Sick Industrial Companies (Special Provisions) Act, 1985. The Board for Industrial & Financial Reconstruction (BIFR) sanctioned a Scheme



for revival and rehabilitation of MSWM vide its order dated 25.03.2004 hereinafter referred to as SS-04/SS. SS-04 envisaged division of MSWM into 3 parts by creation of 2 Special Purpose Vehicles – SPV-I (Haryana Distillery Ltd.), SPV-II (Rajputana Fertilizers Ltd.) and the Residual Company MSWM. In terms of the SS-04, the crystallized OTS dues of the Secured Creditors were to be paid by Haryana Distillery Ltd. (HDL) & Rajputana Fertilizers Ltd. (RFL) in the ratio of 40:60 and some identified assets, investments along with the units of MSWM would be transferred to them. As per the SS-04, the Distillery Unit of MSWM which carried on the liquor business of Haryana Distillery, Yamuna Nagar along with certain identified investments and assets was demerged into HDL as a going concern as per the terms and conditions determined in the Sanctioned Scheme. The existing shareholders of MSWM would get one fully paid-up share of ₹10/- each in HDL for every 5 shares held in MSWM.

Implementation

Due to certain inter-se disputes & differences between the Promoters there was delay in implementation of SS-04. M/s. Rajputana Fertilizers Ltd., one of the SPVs under the Scheme filed Writ Petition No.7424 of 2007 before the High Court of Delhi at New Delhi, titled Rajputana Fertilizers Ltd. vs. Appellate Authority for Industrial & Financial Reconstruction (AAIFR).

The Hon'ble High Court of Delhi vide its order dated 19.12.2007 directed the SPVs to make complete payment of their respective OTS liabilities to the Secured Creditors under SS-04 with up to date interest and make the payment of the same to IDBI(OA) before this Court on 07.01.2008. The said payment was to be made by the respective SPVs to IDBI (Operation Agency) as per SS-04 with interest due and payable up to 07.01.2008. The High Court also directed that:

"Simultaneous with the complete payment made as aforesaid by an SPV, it is directed that all liabilities of the said SPV to the secured creditors under SS-04 shall stand duly satisfied and discharged, and all assets earmarked under SS-04 to the concerned SPV making the payment (other than the SikriBagh Land in case of SPV-II, RFL), together with all cash flows, profits and losses, liabilities and charges and benefits and rights, accruing and that have accrued with effect from the appointed date under SS-04 i.e. 01.10.2003, shall stand vested in favour of the concerned SPV making the payment, without further act or deed, and in terms of section 18(6A) of SICA."

Haryana Distillery Ltd. (SPV-I) has fully complied with the provisions of the Scheme and the order of the Hon'ble High Court of Delhi by making payments to the secured creditors during the accounting year 2007-08. In terms of the scheme sanctioned by the Hon'ble BIFR vide its order dated 25.03.2004 and in terms of the orders of Hon'ble Delhi High Court in WP(C) No. 7424 of 2007 dated 19.12.2007 and 07.01.2008, the assets and liability of Haryana Distillery Unit of MSWM and designated investments and assets (land, building, shops, houses etc) has been transferred and vested in Haryana Distillery Ltd without any further act or deed and in terms of the Section 18(6A) of SICA. The Company has not yet received the original title documents, agreements and other important records from MSWM with respect to various assets which are vested in Haryana Distillery Ltd. as mentioned above. There are also certain properties on common land which have not yet been clearly demarcated by MSWM. The Company has already taken up the matter with MSWM and they have assured that the process with respect to the handing over of the title documents and agreements and other papers and issues with regard to demarcation shall be resolved soon. The Company is following upon this issue with MSWM.

Haryana Distillery Ltd has made the payment in terms of the Scheme to the Secured Creditors of MSWM, amounting to ₹1734.74 Lacs plus ₹10.00 Lacs thereby fulfilling all stipulations and conditions of Scheme in compliance of the orders of Hon'ble High court of Delhi referred above, this has also been recorded in the orders dated 07.01.2008 of the Hon'ble High Court of Delhi.

Rehabilitation scheme sanctioned by BIFR in its hearing held on 25-03-2004 stipulates inter- alia demerger of (i) Haryana Distillery Unit and (ii) Modi Cloth Mills & Modi Cotton Processing units of MSWM as going concern to Haryana Distillery Limited and Rajputana Fertilizers Limited (RFL) respectively w.e.f 01-10-2003 i.e. the appointed date and transfer of certain investments and immovable properties to HDL and RFL. However till the effective date i.e. the date on which certified copy of the order of BIFR for restructuring is filed with the Registrar of Companies, Kanpur & of NCT, Delhi, business of these three



units will be carried on by the respective units of MSWM in trust for HDL & RFL and cash flow and Statement of Profit & Loss of these units w.e.f appointed date till the effective date shall be to the account of these two resulting companies. HDL has filed the copy of the Scheme with the concerned ROC. However in terms of the directions of the Hon'ble High Court of Delhi and legal opinion obtained by the Company, the effective date has been recorded as 07.01.2008. In the Profit and Loss A/c for the accounting year 2007-08, the revenue receipts and expenditures pertaining to HD unit of MSWM for the entire year have been included.

The units, assets, investments, approvals and licenses etc in terms of the Scheme and as per the orders of the Hon'ble High Court of Delhi referred herein above are already vested with the Company without any further act or deed. The Company is taking steps to mutate and transfer the same in the name of HDL which is only a formality.

As per the scheme of demerger, upon the vesting of distillery unit in HDL pursuant to this scheme and upon the coming into effect of this scheme, HDL shall without any further act or deed issue and allot to every member of MSWM holding 5 equity shares in MSWM on a date to be fixed by the Board of Directors of MSWM (hereinafter referred to as "Record Date") one equity share in HDL of ₹10/- each fully paid up held by such members in MSWM. For the purpose of such allotment of equity shares fractional entitlement, if any, shall be rounded off to the nearest whole.

The company has transferred a sum of ₹97.75 Lacs to Capital pending allotment account during the accounting year 2007-08 for issue of equity shares to the shareholders of MSWM after receipt of details of shareholders and record date from MSWM. During the year 2010-11 the company has allotted 973015 equity shares of ₹10/- each fully paid up by utilizing the amount of capital pending allotment to the then fully paid shareholders of MSWM and ₹0.45 Lacs was transferred to capital pending allotment account for issue of shares of the then partly paid up shareholders of MSWM, if eligible. On the basis of legal opinion obtained by the management and in accordance with the provision of Sanctioned Scheme dated 25.03.2004 as set out in paragraph 12 of SS-04, company is under no legal obligation to make allotment to the Share Holders who have partly paid up shares of MSWM. In view of the above, the company has transferred the said amount to the statement of Profit & Loss as income for the year 2012-13.

The approved demerger scheme envisage to grant exemption by the Central Govt. to the company from applicability of relevant provisions of the Companies Act 1956 and SEBI Guidelines, if any, for ensuring smooth implementation of the scheme of revival. It further envisages exempting the company from the applicability of section 293(1) (d), section 81 and other relevant applicable provisions of the Companies Act, 1956 relating to acceptance of loans/deposits and raising of capital as may be required for the revival of the company.

On the implementation of the scheme in the accounting year 2007-08 from the effective date, the employees of Distillery unit of MSWM stand transferred to and be deemed to have become the employees of HDL with same terms and conditions on which they are employed with Haryana Distillery (a unit of MSWM) and their services with Haryana Distillery (a unit of MSWM) prior to such date are not treated as having interrupted for the purpose of provident fund or gratuity or for superannuation or for any other retirement benefits or for any other purposes, but will be reckoned for all such purposes from the date of their respective appointments with the Haryana Distillery (a unit of MSWM). Accumulated leave (including in respect of their services prior to the Appointed Date) of the employees of the distillery unit are taken to the account of the company.

As per the sanctioned scheme during the year 2007-08, the assets and liabilities of MSWM except for the liabilities towards pressing creditors amounting to ₹65.11 Lacs, which is to be discharged by MSWM, relating to Haryana Distillery unit vesting in HDL are accounted in the company's books of accounts at their respective book values appearing in MSWM's books of accounts as on the Appointed Date.

Certain Reliefs & Concessions envisaged in the Scheme are yet to be availed by HDL because of procedural delays and reasons. The Company is taking steps to obtain the same.

Show cause notice was issued by SahayakAyukt Stamp I for levying Stamp Duty on transfer of Assets from MSWM to HDL and subsequent sale of the same. In terms of the Sanctioned Scheme SS-04, company is exempted from paying stamp duty on sale of its assets. Company preferred an application before Hon'ble BIFR. Hon'ble BIFR had set



aside the show cause notice of SahayakAyukt Stamp I vide order dated 09.04.2013. SahayakAyukt Stamp I & II aggrieved by the said order of Hon'ble BIFR has preferred an appeal before Hon'ble AAIFR. Hon'ble AAIFR vide its order dated 18.07.2014 has dismissed the appeal of the SahayakAyukt Stamp I & II.

Besides the assets and liabilities of Haryana Distillery unit of MSWM, the Land & Building amounting to ₹520.94 Lacs and Investments of ₹3.22 Lacs have also been transferred to HDL on the implementation of the scheme of demerger during the year 2007-08. The IDBI was appointed as monitoring agency in said scheme of demerger. The assets are accounted for by the Company during the year 2007-08, on the basis of valuation on the appointed date provided accordingly by MSWM.

In terms of the SS-04 and Orders of Hon'ble Delhi High Court, HDL has made the payment to the secured creditors of MSWM on 07.01.2008. The SS-04 has been substantially implemented and the remaining portion of the scheme for making payments to workers, statutory dues and other creditors is under implementation by MSWM.

HDL being a Special Purpose Vehicle (SPV) for the implementation of the Scheme and material party before Hon'ble BIFR, has been advancing various amounts from time to time to Modi Spinning & Weaving Mills Co. Ltd. (MSWM) to the limited extent of its share, for facilitating the implementation of remaining portion of Scheme. MSWM is taking actions as per the directions of the Hon'ble BIFR and as provided for in the Scheme for the disposal / sale of the designated assets. HDL is also entitled to purchase the said assets as per the terms of the Scheme. Promoters group A & B also proposed to purchase two lands of MSWM viz Devendra Puri Land & Harmukh Puri Land for a total consideration of ₹2000.00 Lacs to be brought in the ratio of 40:60 respectively subject to permission of Hon'ble BIFR. The application has been made to BIFR where it is pending adjudication. The monies advanced to MSWM will either be returned to it or adjusted against the sale price of any asset that is purchased by the Company.

The Sick Industrial Companies Act 1985 was repealed in 2003 by the Sick Industrial Companies (Special Provisions) Repeal Act 2003 and the said Repeal Act was notified w.e.f. 01.12.2016 vide Gazette notification dated 25.11.2016. Pursuant to the said the Sick Industrial Companies (Special Provisions) Repeal Act 2003, the Hon'ble BIFR & Hon'ble AAIFR and the committees constituted in terms of the Scheme also cease to operate and exist w.e.f. 01.12.2016. However, in terms of the Sick Industrial Companies (Special Provisions) Repeal Act 2003, under the saving clauses vide Section Nos.4 & 5 any scheme sanctioned and all orders passed by the Hon'ble BIFR and Hon'ble AAIFR would continue to be valid and fully protected. Hence, even in the changed circumstances, post repeal of the SICA 1985, the orders passed by the Hon'ble BIFR dated 25.03.2004 and the Scheme sanctioned by the Hon'ble BIFR therein, and all subsequent orders and directions of the Hon'ble BIFR and the Hon'ble AAIFR which have attained finality, continue to be valid, legally binding on all material parties.

Further, the Govt. of India has notified in the Gazette of India that under the provisions of Insolvency and Bankruptcy Code Removal of Difficulties Order 2017, Provisions related to Sick Industrial Companies (Special Provisions) Act, 1985 that,

"Provided also that any scheme sanctioned under the sub-section (4) or any scheme under implementation under sub-section (12) of section 18 of the Sick Industrial Companies (Special Provisions) Act, 1985 shall be deemed to be an approved resolution plan under sub-section (1) of section 31 of the Insolvency and Bankruptcy Code, 2016 and the same shall be dealt with, in accordance with the provisions of Part II of the said Code:

Provided also that in case, the statutory period within which an appeal was allowed under the Sick Industrial Companies (Special Provisions) Act, 1985 against an order of the Board had not expired as on the date of notification of this Act, an appeal against any such deemed approved resolution plan may be preferred by any person before National Company Law Appellate Tribunal within ninety days from the date of publication of this order."

Therefore the Scheme sanctioned by the BIFR and all orders passed by the BIFR and AAIFR are to be considered as a part of the resolution plan under the IBC. The Company is exploring ways and means for implementation of the balance portion of the Scheme and approaching the relevant Courts / Tribunals for any resolution that may be required.



C29.3.16 With the approval of the Board, the Company had entered into a tripartite agreement with Modi Spinning & Weaving Mills Co. Limited and Rajputana Fertilizers Limited on 21.11.2016 with respect to the advances paid or to be paid to Modi Spinning & Weaving Mills Co. Limited from time to time for purchase of its fixed assets/ properties, to protect its interest or to regularize the payment of such advances, in compliance with the provisions of the Companies Act, 2013, as applicable.

Further, an Interse Agreement had been entered into between Modi Spinning & Weaving Mills Co. Ltd., Dr. Devendra Kumar Modi, (Promoter Group –A) and Sh. Satish Kumar Modi, (Promoter Group-B) on 24.04.2019 with respect to implementation of the remaining portion of the Scheme. This Agreement is a subject matter of a Writ Petition No. 6238 of 2019, titled, "Modi Spinning & Weaving Mills Co. Ltd. vs Union of India & Ors."

The Hon'ble High Court of Delhi having been seized of the matter has passed an order on 26.04.2023 and 19.05.2023 wherein the Court has directed Haryana Distillery Ltd. to deposit an amount of ₹26.28 lacs towards the dues of the workers and an amount of ₹480 lacs for implementing the remaining portion of the Scheme and to ensure that the designated assets as per the Interse Agreement is vested in Haryana Distillery Ltd. It may be noted that Haryana Distillery Ltd. has complied with the directions of the Hon'ble High Court of Delhi by depositing ₹26.28 lacs towards the workers amount and an amount of ₹480 lacs being its share in terms of the orders of the High Court of Delhi, In terms of the order of Hon'ble BIFR dated 25.03.2004 under the provisions of SICA, 1985 and the orders of the Hon'ble Delhi High Court in CWP no. 7424/2007 dated 19.12.2007, 07.01.2008 and as per the Directions and various orders of Hon'ble High Court of Delhi in WP(C) No. 6238/2019 and as per interse agreement dated 24.04.2019, the following leasehold properties/assets, leasehold Land/buildings [in addition to the properties mentioned as per point no. 17(d)] have been vested with Haryana Distillery Limited against the payment of ₹480.00 Lac without any further act or deed and in terms of Section 18 (6A) OF SICA 1985:-

S.No.	Particulars
1.	Leasehold land in Harmukhpuri Vill. Bishokhar Pargana Jalalabad, Modinagar, Ghaziabad, UP
2.	Lease hold land and Pramila Modi Kanya Jr. High School, Harmukhpuri
3.	All the leasehold land in Saw Factory Building, Godowns, erstwhile Motor Workshop and appurtenant areas inside Modi Cloth Mills/MSWM area

C29.3.17 As per order dated 05.12.2019 of Hon'ble Punjab & Haryana High Court in CWP No.33512-2019 (O&M) filed by the Company, the Company has charged the disputed amount of ₹8.81 per case up to 31.03.2020 and deposited the same in Escrow Account with the excise department to be handed over to the parties who may be successful. The said Escrow Account with HDFC Bank Ltd., Yamuna Nagar, was having a balance of ₹45.69 lacs as on 31.03.2025. The matter is pending for decision with the Excise & Taxation Commissioner, Panchkula.

C29.3.18 A case of recovery of debt of ₹35.38 Lacs u/s 138 of Negotiable Instrument Act was filed by the Company against M/s Virender Sandeep & Co. which was decided in favor of the Company by the Hon'ble JMIC, Jagadhri directing the defaulting party to pay compensation of ₹42.00 Lacs to the Company. However, a Criminal Appeal was filed by the opposite party against the order passed by the JMIC, Jagadhri. The representative of Virender Sandeep & Co. along with his advocate appeared in the Court and produced a Demand Draft of ₹8.50 Lacs. The Court has taken written undertaking from the Company on the case file that by chance if the Company loses the case, Company shall then be required to return the said amount to the party with nominal interest. The aforesaid Demand Draft for ₹8.50 Lacs had been deposited into the Bank Account of the Company. The matter is pending.

C29.3.19 SCHEME OF ARRANGEMENT AND AMALGAMATION

That board of directors of the company at their meeting held on 03rd December 2022 have approved, a Composite Scheme of Arrangement and Amalgamation ("Scheme") under section 230 to section 232 of the Companies Act, 2013 as per which the 1) Apollo Breweries Pvt. Ltd.; 2) First Alert Fire Systems Pvt. Ltd.; 3) Skyrise Constructions Company Pvt. Ltd.; 4) Vikee Commercial Pvt. Ltd.; 5) Dhiraj Commercial Pvt. Ltd.; 6)



Rahul Commercial Pvt. Ltd.; 7) Setwell Cement Pvt. Ltd.; 8) Photonics Pvt. Ltd.; 9) Photonics Fire Protection Systems Pvt. Ltd.; 10) Jewel Electro Impex Pvt. Ltd.; are to be merged with the company, Haryana Distillery Limited (HDL) and further includes the demerger of the Real Estate Division ("Specified Business") of Haryana Distillery Limited, the holding company, into Circle Trade Overseas Pvt. Ltd. (the wholly owned subsidiary of the HDL). The appointed date for the same is 01.04.2022 and the scheme has been filed with the National Company Law Tribunal, New Delhi for their approval.

Consequent to the approval of the Demerger/amalgamation prescribed by the Scheme, all the assets and liabilities and business of the above 10 companies are to be transferred to and vested in the Haryana Distillery Limited with effect from 01.04.2022 ("the Appointed Date") and further all the assets and liabilities of the specified business of HDL shall be demerged from HDL and shall be merged into Circle Trade overseas Private Limited, the wholly owned subsidiary of HDL. The Demerger/amalgamation was accounted under the "pooling of interest" method prescribed under Ind AS 103 - Business Combinations, as prescribed by the Scheme. Accordingly all the assets, liabilities, and other reserves of the merging companies as on 01.04.2022 were transferred to the Company as per the Scheme and all the assets, liabilities, and other reserves of the specified business of the company as on 01.04.2022 were transferred to the wholly owned subsidiary of the company, as per the Scheme. As prescribed by the Scheme no consideration was paid as the transferor/HDL is the Holding Company.

- C.29.3.20 Note 19 in the financial statements represents Assets Held for sale. The classification has been carried out as the Company has received advances from prospective buyers for certain assets. These advances indicate a strong intent from the buyers, supporting the company's decision to sell these assets in the near term. The company has a firm intention to dispose of these assets in the near term. Active steps are being taken to complete the sale, and management has completed these sales in the financial year 2024-25 before the signing of the Balance Sheet for FY 23-24.

The Assets so held for sale have been measured at cost as follows:

S.No.	Name of Assets	Cost of Assets(Rs. in Lacs) FY-2024-25	Cost of Assets(Rs. in Lacs) FY-2023-24
1.	Fertiland	Nil	38.13
2.	Plots	Nil	3.04
Total		Nil	41.17

This classification reflects the company's strategy to streamline asset management by monetizing certain non-core assets, enhancing liquidity, and optimizing the asset base for operational efficiency.

- C.29.3.21 During the F.Y. 2024-25, the Company witnessed an unprecedented increase in the price of raw material on one hand and a reduction in the prices of ENA & Country Liquor (which is the finished product). Due to this, the production and sale of ENA and Country Liquor was severely hampered and the entire business became unprofitable. The Company was not able to bear such severe negative impact on the operations. Therefore, the Company was forced to suspend its distillation operations w.e.f. 29.11.2024 and bottling operations for Country Liquor from 24.02.2025. This strategic step was forced on the Company because of the mounting financial losses and as per the market study and outlook, the prices of its raw materials would remain high and the prices of its finished products namely, ENA would not see any upward increase. The sale price of Country Liquor is administered as per the Excise Policy fixed by the State of Haryana and no upward revision is possible till new Excise Policy is announced sometime in May/June 2025.
- C.29.3.22 The Company would resume the distillation and bottling operations once the market conditions improve and operational viability is restored.
- C.29.3.23 In the interim, necessary steps have been taken to preserve the plant infrastructure and ensure regulatory compliance.
- C.29.3.24 The Board continues to evaluate strategic options to mitigate the impact of such volatility and to protect the long-term interests of shareholders.

**Note C30 Disclosures under Accounting Standards -15****Employee benefit plans****Defined contribution plans**

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹26.43 Lacs (Year ended 31 March, 2024 ₹44.41 Lacs) for Provident Fund contributions towards P.F., NPS and EDLI in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

Gratuity

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	As at 31 March, 2025 (₹ in lacs)	As at 31 March, 2024 (₹ in lacs)
Components of Employer Expense		
Current service cost	8.00	17.18
Interest cost	22.18	24.14
Past service cost	-	-
Actuarial losses/(gains)	(36.52)	(8.98)
Total expense recognised in the Statement of Profit and Loss	6.34	32.34
Actual contribution and benefit payments for year		
Actual benefit payments	-	-
Actual contributions	-	-
Net asset / (liability) recognised in the Balance Sheet	(182.12)	(306.75)
Present value of defined benefit obligation	(182.12)	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	(182.12)	(306.75)
Unrecognised past service costs	-	-
Net asset / (liability) recognised in the Balance Sheet	(182.12)	(306.75)
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	306.75	329.75
Current service cost	8.00	17.18
Interest cost	22.18	24.14
Actuarial (gains) / losses	(36.52)	(8.98)
Past service cost	-	-
Benefits paid	(118.30)	(55.34)
Present value of DBO at the end of the year	182.11	306.75
Change in fair value of assets during the year		
Plan assets at beginning of the year	-	-
Acquisition adjustment	-	-
Expected return on plan assets	-	-
Actual Company contributions	-	-
Actuarial gain / (loss)	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
Composition of the plan assets is as follows:		
Government bonds	-	-
PSU bonds	-	-
Equity mutual funds	-	-
Others	-	-
Actuarial assumptions		
Discount rate	6.52%	7.23%
Expected return on plan assets	-	-
Salary escalation	5.50%	5.50%
Attrition	3:2:1	3:2:1
Medical cost inflation	-	-
Mortality tables	-	-
Performance percentage considered	-	-
Estimate of amount of contribution in the immediate next year	11.95	24.58
Experience adjustments		
Gratuity		
Present value of DBO	182.12	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	(182.12)	(306.75)
Experience gain / (loss) adjustments on plan liabilities	(36.52)	(8.98)
Experience gain / (loss) adjustments on plan assets	-	-
Other defined benefit plans (specify nature)		
Present value of DBO	182.12	306.75
Fair value of plan assets	-	-
Funded status [Surplus / (Deficit)]	182.12	(306.75)
Experience gain / (loss) adjustments on plan liabilities	38.47	9.53
Experience gain / (loss) adjustments on plan assets	-	-
Actuarial assumptions for long-term compensated Absences (Leave Salary)		
Discount rate (Gratuity)	6.52%	7.23%
Expected return on plan assets	-	-
Salary escalation	5.50%	5.50%
Attrition	3:2:1	3:2:1

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

HARYANA DISTILLERY LIMITED



Note C31 Disclosures under Accounting Standards -18

Related Party Transactions			
Details of Related Parties with whom transactions held during the year:			
1	Name of Key Managerial Person		
	(i) Prof. Dr. D. K. Modi (Managing Director)		
	(ii) Dr. S.K. Nair (Whole Time Director)		
	(iii) Sh D.C. Kaushik (Whole Time Director)		
	(iv) Sh. Atul Kumar Singh (Non Executive Director)		
	(v) Sh . Sanjay Gupta (Non Executive Director)		
	(vi) Sh. Tarun Jain (Independent Director)		
	(vii) Sh. Hari Om Sharma (Non Executive Director)		
	(viii) Sh. Deepankar Sharma (Independent Director)		
	(ix) Sh J.K. Jain (From 31.01.2022 CFO)		
2	Nature of Transactions with Related Parties during the year		
(i)	Remuneration paid to Directors	(₹ in lacs) Current Year	(₹ in lacs) Previous Year
(a)	Prof. Dr. D. K. Modi (Managing Director)	76.80	126.57
(b)	Dr. S.K. Nair (Whole Time Director)	31.28	26.66
(c)	Sh. D.C. Kaushik (Whole Time Director)	15.11	14.51
	Total	123.19	167.74
(ii)	Advance given for purchase of Capital Assets		
(a)	Modi Spinning & Weaving Mills Co. Limited	15.52	67.48
	Total	15.52	67.48
(iii)	Lease rent received / receivable		
(a)	MACL Securities & Finance Limited	1.27	1.27
	Total	1.27	1.27
(iv)	ICD		
(a)	MACL Securities & Finance Limited	200.96	189.28
	Total	200.96	189.28
(v)	Issue of OCDs		
(1)	Laoleen Investment Private Limited		
(a)	Amount received against issue of 10,00,000 (Ten lacs only)		
	Optionally fully convertible debentures 4.50% of ₹50/- each	-	-
(b)	- Interest payable on Optionally fully convertible Debentures 4.50%	22.50	22.50
	Total	22.50	22.50
(vi)	Long Term Capital Advances		
(a)	Modi Spinning & Weaving Mills Co. Limited	524.49	508.97
	Total	524.49	508.97

HARYANA DISTILLERY LIMITED
CIN: U15511DL2001PLC109883
Notes forming part of the Consolidated Financial Statements



Note C32 Disclosures under Accounting Standards - 19
Particulars

For the year ended
31 March, 2025
(₹ in lacs)

For the year ended
31 March, 2024
(₹ in lacs)

Details of Leasing Arrangements

As Lessor

Disclosures in respect of premises owned by the Company and given on lease basis on or after 1st April, 2001

Future minimum lease payments receivable

not later than one year
later than one year and not later than five years
later than five years

25.80
51.84
-

25.80
45.54
-

77.64
29.54

71.34
28.14

Lease Rental recognised in the Statement of Profit & Loss

As Lessee

Disclosure in respect of Plant & Machinery taken on lease on or after 1st April, 2001

Future minimum lease payments

not later than one year
later than one year and not later than five years
later than five years

3.00
3.00
-

3.00
3.00
-

6.00
3.00

6.00
3.00

Lease payments recognised in the Statement of Profit and Loss

As Lessee

Disclosure in respect of Car taken on lease on or after 1st April, 2001

Future minimum lease payments

not later than one year
later than one year and not later than five years
later than five years

-
-
-

-
-
-

-
-

-
-

Lease payments recognised in the Statement of Profit and Loss

As Lessee

Disclosure in respect of Premises taken on lease on or after 1st April, 2001

Future minimum lease payments

not later than one year
later than one year and not later than five years
later than five years

-
-
-

-
-
-

-
-

-
-

Lease payments recognised in the Statement of Profit and Loss

Note C33 Disclosures under Accounting Standards-20

Earnings per share

Basic

Profit attributable to the equity shareholders

458.84 (1,466.53)

The weighted average number of equity shares outstanding during the year used as denominator

1,80,33,365 1,80,33,365

Basic earning per share

2.54 (8.13)

face value of ₹ 10/-each

Diluted

Profit attributable to the equity shareholders

458.84 (1,466.53)

The weighted average number of equity shares outstanding during the year used as denominator

1,80,33,365 1,80,33,365

Diluted earning per share

2.54 (8.13)

face value of ₹ 10/-each

Note C34 Disclosures under Accounting Standards-22

In accordance with the Accounting Standard-22 issued by ICAI, the deferred tax liability of ₹30.77 Lacs (P.Y. ₹125.52 Lacs asset) during the year has been recognised and the balance of deferred tax liability as on 31.03.2025 is ₹336.10 lacs (P.Y. 305.33 lacs) due to timing difference.

Note C35 Previous year's figures

Previous year's figures have been regrouped / reclassified in Notes, wherever necessary to correspond with the current year's classification / disclosure.



HARYANA DISTILLERY LIMITED

Registered Office: 16, Community Centre, New Friends Colony, New Delhi-110025

Works: 21 M, Industrial Area, Yamuna Nagar-135001, Haryana