



NAMASTE EXPORTS LIMITED

***THIRTY SIXTH ANNUAL REPORT
2023 - 2024***



BOARD OF DIRECTORS	Mrs. Madhura N. Bhat	Chairperson & Director
	Mr. K. Vinod Bhat	Managing Director
	Mr. E.N. Veeranna	Whole-time Director & CFO
	Mr. K. Vikas Bhat	Whole-time Director
	Mr. K. Madana Bhat	Director
	Mr. G.P. Roy	Independent Director
	Mr. S.V. Madhavan	Independent Director
	Mr. Manjunath M.P.	Additional Director

COMPANY SECRETARY Ms. Swati Shekhawat

BANKERS IDFC First Bank Limited
Lalbagh Main Road,
Bengaluru-560027

The Federal Bank Limited
St. Marks Road,
Bengaluru-560001.

STATUTORY AUDITORS M/S Ishwar & Gopal
Chartered Accountants
Sri Vinayaka Motor Service Building,
No. 21/2, T.S.P. Road, Kalasipalyam,
Bengaluru-560 002.

REGISTRAR AND TRANSFER AGENTS (RTA) M/s. BgSE Financials Limited
RTA Division,
4th Floor, Stock Exchange Tower,
No.51, 1st Cross, JC Road,
Bengaluru – 560 027
Ph: 080-41329661/66673353
E-mail: vp-rta@bfsi.co.in/ cs_rta@bfsi.c.in

REGISTERED OFFICE # 63, New Timbervard Layout,
Mysore Road, Government Electric Factory,
Bengaluru-560 026.

CIN : U85110KA1988PLC008988
Tel : 91-80-26759525,26749525
Email : accounts@namasteexports.net
Website : www.namasteexports.net

Namaste Exports Limited

CIN : U85110KA1988PLC008988

Registered Office: No.63, New Timberyard Layout, Mysore Road, Govt Electric Factory, Government Electric Factory, Bangalore-560 026
Tel: 91-80-26759525, 26749525 Email: accounts@namasteexports.net Website : www.namasteexports.net

NOTICE

Notice is hereby given that the 36th Annual General Meeting ("AGM") of the members of **Namaste Exports Limited** ("Company") will be held at **Sri Srinivasa Kalyana Mantapa**, No.51, 5th Main, Madhwa Sangha Building, Chamarajpet, Bangalore - 560 018 on Monday the **11th November, 2024** at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 and the Profit & Loss Account for the year ended on that date along with the Reports of the Auditor's and Board of Directors thereon.
2. To appoint a Director in place of Mr. E. N Veeranna (DIN: 00920219) who retires by rotation, being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Manjunath Manchale Prabhakara (DIN :10695386) as Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, Mr. Manjunath Manchale Prabhakara (DIN: 10695386) who was appointed as an Additional Director by the Board of Directors, with effect from 23rd August, 2024 to hold office upto the date of this ensuing Annual General Meeting, be and is hereby appointment as Non-executive Director of the Company, subject to liable for retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take necessary steps to give effect to the above resolution."

**By the Order of the Board
For NAMASTE EXPORTS LIMITED**

Sd /-
(K. VINOD BHAT)
MANAGING DIRECTOR
(DIN : 02359812)

Date : 3rd October 2024
Place : Bengaluru-560 018.

NOTES

1. A member entitled to attend and vote is also entitled to appoint a proxy instead of himself/herself to attend the annual general meeting and a proxy need not be a member of the company. Proxy form should be lodged at the registered office of the company by not later than 48 hours before the time fixed for the meeting.
2. Members are requested to bring their copy of the annual report to the meeting, since extra copies of annual report will not be supplied at the meeting.
3. Members are requested to notify immediately any change in address and signature updation for their physical holdings to the company at its registered office/email id and to the respective DP'S in case of shares in demat mode and to the company's Registrar and Transfer agent (RTA) BGSE Financials Ltd., Bengaluru.
4. W.e.f. 2nd October, 2018, all the shares held by the shareholders of unlisted public companies shall be held in demat mode and the share transfer or further allotment of shares shall be made in demat mode only. Hence, as per the said regulation, the members holding shares in physical form are requested to dematerialise their physical shares into electronic form by sending demat requests to their concerned Depository Participants. (DP),
5. Register of Contracts and all other registers under the provision of Companies Act, 2013, including financial statement and other records will be available for inspection by the members at the AGM.

6. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
7. The company has appointed CS. G M Ganapathi, (FCS: 5659; CP:4520) and in his absence CS. Radhesh R Bhat (ACS: 53603; CP:21562), Partners of M/s. Ganapathi & Mohan, Practicing Company Secretaries as scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
8. In case of any specific queries/clarification on the operations or any other subject, members may send their queries to the registered office of the company before convening the meeting.
9. Explanatory statement pursuant to section 102 of the Companies act, 2013 is annexed herewith.

**By the Order of the Board
For NAMASTE EXPORTS LIMITED**

Sd /-
(K. VINOD BHAT)
MANAGING DIRECTOR
(DIN : 02359812)

Date : 3rd October 2024
Place : Bengaluru-560 018.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013****ITEM NO. 3.****Appointment of Mr. Manjunath Manchale Prabhakara (DIN: 10695386) as Director of the Company**

The Nomination and Remuneration Committee at their meeting held on 20th August, 2024 have recommend to the Board of Directors to appoint Mr. Manjunath Manchale Prabhakara (DIN: 10695386) as Director of the Company. Based on the recommendation, the Board of Directors at their meeting held on 23rd August, 2024 has appointed him as Additional Director of the Company. As per provision of Section 161 of the Companies Act, 2013, additional director appointed by the Board shall holds office upto the date of Annual General meeting of the Company.

Accordingly, approval of the members is sought for appointment of Mr. Manjunath Manchale Prabhakara as Non-executive director of the Company, subject to liable for retire by rotation and to pass the resolution set out in the item No. 3 of the notice as an **Ordinary Resolution**

Further, the details to be disclosed as per the Secretarial Standard-2 issued by the Institute of Company Secretaries is given in **Annexure-I**

Nature of concern or interest, financial or otherwise, if any, in respect of the above item, as required under the provisions of Section 102 of the Companies Act, 2013, is given below:

Sl. No.	Interested Person	Nature of interest or concern
01.	Director & Manager	Mr. Manjunath Manchale, Prabhakara, Appointee Director
02.	Key Managerial Personnel under the Act	NIL
03.	Relatives of the persons mentioned in (1) and (2) above	NIL

**By the Order of the Board
For NAMASTE EXPORTS LIMITED**

Date : 3rd October 2024
Place : Bengaluru-560 018.

Sd /-
(K. VINOD BHAT)
MANAGING DIRECTOR
(DIN : 02359812)

Annexure-I

**Information about the Appointee Director as per Secretarial Standard-2 issued by the
Institute of Company Secretaries of India (ICSI)**

Name	Manjunath Manchale Prabhakara
DIN	10695386
Age	41 years
Educational Qualifications	B.Com., MBA
Experience in the Company	Nil
Terms and conditions of appointment	No specific terms and conditions.
Remuneration to be paid	Rs. 20,000/- monthly remuneration
Remuneration last drawn	Nil
Date of first appointment of the Board	23 rd August, 2024
Shareholding in the Company	Holding 38,65,000 shares in the company
Relationship with other directors	Nil
The number of Meetings of the Board attended during the year	Nil
Other Directorships, Membership/ Chairmanship of Committees of other Board in the Companies	Nil

NOTES:-

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. In case of joint holders attending the meeting, the Member 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.
4. Shareholders are required to intimate changes in their addresses, if any.
5. Shareholders are requested to register their E mail ID with the company to enable the company to send all communications including notice of the meetings electronically.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company's Registrar- BgSE Financials Limited, Stock Exchange Towers, No.51, 1st Cross, J.C.Road, Bengaluru- 560027. Ph. No. 080 41329661/ 66673353. E-mail: cs_rta@bfsi.co.in or vp-rta@bfsi.co.in. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to the concerned Depository Participants.
7. As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the shares of the company should be held in DEMAT form. The ISIN of the company is INE583A01033. Share holders are requested to dematerialize the shares held by them.
8. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.namasteexports.net/>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The Board appointed CS. G M Ganapathi, (FCS: 5659; CP:4520) and in his absence CS. Radhesh R Bhat (ACS: 53603; CP:21562), Partners of M/s. Ganapathi & Mohan, Practicing Company Secretaries as scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
10. In terms of Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the company is pleased to offer remote e-voting facility to all the members of the company. The company has engaged services of M/s Central Depository Services (India) Limited as its agency for providing or Facilitating e-voting through CDSL to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
11. E-voting cutoff date: The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 a.m. on 8th day of November, 2024 and will end at 5:00 p.m. on 10th day of November, 2024. The e-voting module shall be disabled by CDSL for voting thereafter.
12. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on 1st day of November, 2024 are entitled to vote on the Resolution set forth in this notice.
13. Members joining the meeting physically, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM but shall not be entitled to cast their vote again



14. The Members desiring to vote through electronic mode/ remote e-voting may refer to the detailed procedure on e-voting given hereinafter.

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on 9:00 a.m. on 8th day of November, 2024 and ends on 5:00 p.m. on 10th day of November, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 1st day of November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "NAMASTE EXPORTS LIMITED" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz., ganapathibhatcs@gmail.com and to the Company at the email address viz; accounts@namasteexports.net if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM PHYSICALLY & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at accounts@namasteexports.net. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, e-mail ID, mobile number at accounts@namasteexports.net. These queries will be replied to by the company suitably by e-mail.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
6. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) by e-mail to **Company at accounts@namasteexports.net RTA at cs_rta@bfsi.co.in or vp-rta@bfsi.co.in**.
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**By the Order of the Board
For NAMASTE EXPORTS LIMITED**

Sd /-
(K. VINOD BHAT)
MANAGING DIRECTOR
(DIN : 02359812)

Date : 3rd October 2024
Place : Bangalore-560 018.

**BOARD'S REPORT**

To,
The Members of
Namaste Exports Limited
Bengaluru

Your Directors are pleased in presenting their 36th Annual report on the workings of your Company together with the Audited Financial Statements for the year ended 31st March, 2024.

1. FINANCIAL HIGHLIGHTS: (Rs. in Lakhs)

Particulars	As on 31/03/2024	As on 31/03/2023
Revenue from operations	Nil	Nil
Other Income	30.74	3.17
Total Income	30.74	3.17
Total Expenses	Nil	Nil
Profit/ Loss before exceptional items and tax	30.74	3.17
Exceptional Items	3811.00	547.09
Profit / Loss before tax	3841.74	550.26
Tax Expenses	375.00	-
Profit/(Loss) for the year from continuing operations	3466.74	550.26
Profit/(Loss) for the year from discontinuing operations	(545.80)	(522.94)
Profit /(Loss) for the year	2920.95	27.32
Remeasurement Loss on defined benefit plan	(38.25)	6.28
Remeasurement of investments	12.70	(1.75)
Total Comprehensive Income	2895.40	4.53

2. PERFORMANCE

The Company achieved a sale of Rs. 1838.24 Lakhs and incurred a loss of 545.80 Lakhs. The loss was due to discontinuation of leather business, all the expenses of discontinuation has been charged to the current financial year. Due to continued losses in the leather garment business the management took the decision to completely close leather garment operations. All workers were given settlements as per the provisions of law. This was major expenditure contributing to the losses. The Company did not face any labour dispute or unrest during the settlement.

The Company sold the factory land at Chennai for a sum of Rs. 3500.00 lakhs. This has resulted in net profit of Rs. 2920.95 Lakhs.

3. FUTURE PROSPECTS:

Considering the future prospects in the real estate business in tier 2 cities, the Company concentrating on real estate business and accordingly, it has suitably amended the main objects clause of the Memorandum of Association of the Company with the approval of shareholders of the Company.

The Company now proposes to make investments in Real Estate, Industrial lands etc. to earn income. It is also planning to develop cottages, holiday homes in temple cities in tier 2/3 areas. The Company has purchased 44.00 Acres of land in Sirumalai near Dindigul. This land will be developed and sold in stages. Substantial income is expected from these investments.

4. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business carried out by the Company during the financial year 2023-24. However, the Company has discontinued its leather business.

5. DIVIDEND:

As the Company is not fully recovered from the financial distress and the future business requires more capital investment and hence the board did not recommend any dividend on the equity shares of the Company.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN END OF FINANCIAL YEAR AND DATE OF REPORT:

There are no material changes and commitments affecting the financial position between end of financial year and date of report.

7. PERFORMANCE AND FINANCIAL POSITION OF EACH OF ITS SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company does not have any Subsidiaries, Associates and Joint Ventures Companies. Hence, the disclosure is not required to be made.

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

There are no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

9. TRANSFER TO RESERVES:

The Company has not transferred any amount (other than Profit/Loss for the year) to General Reserve or any other reserves for the year under review.

10. DEPOSITS:

During the year under review, Your Company has not invited/ accepted/renewed any deposits from public as defined under the provisions of Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 and accordingly, there were no deposits which were due for repayment on or before 31st March, 2024.

11. NUMBER OF MEETINGS OF THE BOARD:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. During the Financial Year 2023-24, the Board met 08 times on 07/06/2023, 15/07/2023, 07/08/2023, 11/09/2023, 03/10/2023, 09/11/2023, 08/01/2024 and 25/03/2024.

12. BOARD OF DIRECTORS:

The Board of Directors comprises the following:

Sl.No.	Name of the Directors	DIN	Category	Designation
1	Mrs. Madhura.N.Bhat	00933486	Non- Executive	Chairperson & Director
2	Mr. K. Vinod Bhat	02359812	Executive	Managing Director
3	Mr. E.N. Veeranna	00920219	Executive	Whole -Time-Director & CFO
4	Mr. K. Vikas Bhat	00939715	Executive	Whole-Time-Director
5	Mr. K. Madana Bhat	09061239	Non-Executive	Director
6	Mr. G.P. Roy	06487847	Non-Executive	Independent Director
7	Mr. S.V. Madhavan	10341124	Non-Executive	Independent Director
8	Mr. Manjunath M.P	10695386	Non- Executive	Additional Director

The changes in the constitution of the Board of Directors as follows;

- Mrs. Madhura Narayan Bhat (DIN: 00933486) who was appointed as an Additional Director on the Board of the Company with effect from 07/08/2023 and appointed as Director - Chairperson of the Company at the AGM held on 11th November, 2023.
- Mr. Setur Veradachari Madhavan (DIN:10341124) was appointed as Independent Director of the Company by the Board of directors with effect from 4th October, 2023 for the period of five years and the same has been approved by the shareholders at the 35th Annual General Meeting held on 11th November, 2023.
- Mrs. Geetha Santhanagopalan, (DIN: 06602023) who completed her 10 years tenure on 28/09/2023 as an Independent Director of the Company ceases to be a director.
- Mr. K. Vinod Bhat (DIN: 02359812), was re-appointed as Managing Director of the Company with effect from 1st November 2023. The same has been approved by the shareholders by passing resolution through postal ballot on 12th March, 2024.
- Further, Mr. K. Vikas Bhat, (DIN: 00939715) was appointed as Whole-Time Director of the Company with effect from 01st February 2024 and the same has been approved by the shareholders by passing resolution through postal ballot on 12th March, 2024.
- Mr. Manjunath M.P (DIN: 10695386) was appointed as Additional Director of the company w.e.f. 23.08.2024. The Board proposed to be appointed him as Non-executive Director at the ensuing Annual General Meeting of the Company.

In the opinion of the Board, the independent directors appointed during the year possess integrity, expertise and relevant experience including proficiency, which will bring tremendous value to the Board and to the Company. Further, the independent directors have fulfilled the conditions for independence as specified under the Act.

13. DIRECTORS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFER THEMSELVES FOR RE-APPOINTMENT:

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. E.N. Veeranna (DIN: 00920219), Whole Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offer himself for re-appointment.

14. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

15. COMPOSITION OF COMMITTEES:

As required under the Companies Act, 2013, the Board has following committees as on 31st March, 2024. The committees consist of requisite majority of Directors comprising Independent and non-independent directors.

Sl No	Name of Committee
i.	Audit Committee
ii.	Nomination and Remuneration Committee
iii.	Stakeholder's Relationship Committee

i. AUDIT COMMITTEE:

As per provisions of Section 177 of the Companies Act, 2013 the Board of Directors have formed the Audit Committee and it consists of the following members as on 31st March, 2024;

Sl No	Name of the Director	Designation
1	Mr. Gouranga Prasad Roy	Chairman
2	Mr. Setlur Varadachari Madhavan	Member
3	Mr. Khandige Vikas Bhat	Member

The members of the committee met 04 times on the following dates; 07/06/2023, 11/09/2023, 30/12/2023 & 25/03/2024.

**ii. NOMINATION AND REMUNERATION COMMITTEE:**

As required under the provisions of Section 178(1) of the Companies Act, 2013 the company has constituted the Nomination & Remuneration Committee. The Nomination and Remuneration Committee formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of directors, key managerial personnel and other employees.

The Company's Nomination and remuneration Committee consists following members;

Sl No	Name of the Director	Designation
1	Mr. Setlur Varadachari Madhavan	Chairman
2	Mr. Gouranga Prasad Roy	Member
3	Mr. Khandige Madana Bhat	Member

The members of the committee met 04 times on the following dates; 21/06/2023, 14/08/2023, 16/11/2023 & 08/01/2024.

iii. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

As per provisions of Section 178 (5) of the Companies Act, 2013 the Board of Directors have constituted the Stakeholders Relationship Committee consisting of following members;

Sl No	Name of the Director	Designation
1	Mr. Gouranga Prasad Roy	Chairman
2	Mr. Setlur Varadachari Madhavan	Member
3	Mr. Khandige Vikas Bhat	Member

16. DIRECTORS RESPONSIBILITY STATEMENTS:

Pursuant to section 134 (5) of the Companies Act, 2013 Directors of your Company hereby state and confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgement 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 and loss of the Company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established an effective vigil mechanism (for directors and employees to report genuine concerns) pursuant to the provisions of Section 177(9) which is available on website of the Company and there were no cases reported during the last period.

18. SHARE CAPITAL:

The Board provide following disclosures pertaining to Companies (Share Capital and Debentures) Rules, 2014.

Sl No	Particulars	Disclosure
1.	Issue of Equity shares with differential rights	Nil
2.	Issue of Sweat Equity shares	Nil
3.	Issue of employee stock option	Nil
4.	Provision of money by company for purchase of its own shares by trustees for the benefit of employees	Nil

The authorised share capital of the Company as on 31st March, 2024 was Rs. 25,00,00,000/- consisting of 25,00,00,000 equity shares of Re. 1/- each and the paid-up share capital of the Company as on 31st March, 2024 was Rs. 13,72,91,230/- consisting of 13,72,91,230 equity shares of Re. 1/- each.

19. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company does not fall under the purview of Section 135 and Schedule VII of the Companies Act, 2013 and hence the provisions of Corporate Social Responsibility are not applicable.

20. REMUNERATION POLICY:

The Company is not covered under the provisions of Section 178 (1) of the Companies Act, 2013.

21. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT:

The Company has not given any loans, guarantee or made investments under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2023-24 under review.

22. RELATED PARTY TRANSACTIONS:

During the year, the Company has not entered transactions with the related party as per section 188 of the Companies Act, 2013

23. SECRETARIAL STANDARDS:

The Company has complied all mandatory applicable Secretarial Standards issued by Institute of Company Secretaries of India.

24. CONSERVATION OF ENERGY:

Sl.No.	Particulars	Disclosure
(A)	Conservation of Energy: 1) The steps taken or impact on conservation of energy 2) The steps taken by the company for utilizing alternate sources of energy 3) The capital investment on energy conservation equipment's. Total energy consumption and energy consumption per unit of production as per Form A.	The Company's operations are not power intensive. Nevertheless, your Company has introduced various measures to conserve and minimize the use of energy wherever it is possible. Nil Not Applicable The Company is not covered in the list of industries which should furnish information in Form 'A' relating to energy consumption and energy consumption per unit of production.
(B)	Technology Absorption: 1. The efforts made towards technology absorption; 2. The benefits derived like product improvement, cost reduction, product development or import substitution. 3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year). (a) the details of technology imported (b) the year of import (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not applicable Not applicable Not applicable Not applicable Not applicable Not applicable Not applicable
(C)	Research and Development (R & D) Specific areas in which R & D carried out by the company Benefits derived as a result of the above R & D Future plan of action (a) Capital (b) Recurring (c) Total (d) Total R & D expenditure as a percentage of total turnover	The Company has not carried out any research and development work during the course of the year. Not Applicable Not Applicable NIL NIL NIL NIL

25. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Sl.No.	Particulars	As on 31.03.2024 (Rs. in Lakhs)	As on 31.03.2023 (Rs. in Lakhs)
01	Foreign Exchange Earning	1743.04	1957.48
02	Foreign Exchange Outgo	12.62	23.77

**26. RISK MANAGEMENT :**

The Company has not yet formulated a Risk Management Policy. Your Company has in place a mechanism to inform the Board Members about risk assessment and minimization procedures and undertakes periodical review to ensure that executive management controls risk by means of a properly designed framework.

27. HUMAN RESOURCES:

The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance.

28. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company continued to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid-down systems and policies are comprehensively and frequently monitored by your Company's management at all levels of the organization.

29. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2023-24, no complaints were received by the Company related to sexual harassment.

30. EXTRACTS OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, draft MGT-7 Annual Return available in: http://www.namasteexports.net/investors_desk.php

31. 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:

There are no applications made during the financial year 2023-24 by or against the company and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016.

32. 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 didn't enter into any transaction for obtaining valuation report.

33. DISCLOSURE FOR MAINTENANCE OF COST RECORDS AS PER SECTION 148(1) OF COMPANIES ACT, 2013:

The Company is not required to maintain the books of accounts and other related records as per rules prescribed by the Central Government under section 148(1) of the Companies Act, 2013.

34. PARTICULARS OF EMPLOYEES:

During the year, the Company had no employees who draw remuneration in excess of the amount mentioned under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. Hence, disclosure is not made.

35. AUDITORS:**i. STATUTORY AUDITORS:**

M/s. Ishwar & Gopal, Chartered Accountants, (FRN: 001154S) were appointed as Statutory Auditors of the Company to hold the office for a term of five years i.e from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company.

The Board of Directors, with the approval of the audit committee shall fix the remuneration of the said auditors for the period of their appointment.

ii. COST AUDITORS:

The provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) Amendment Rules, 2014 is not applicable to the Company.

iii. INTERNAL AUDITORS:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, M/s. Arpitha & Associates, Chartered Accountants, Bengaluru (FRN: 018223S), appointed as an internal auditor of the Company to conduct internal audit for the Financial Year 2024-25

iv. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 appointment of Secretarial Auditors is not applicable to the Company.

v. AUDITOR'S REPORT:

Reply to the qualification made by the auditors:

Sl.No.	Auditor's Remark	Management Representation
	Qualification by the Auditors	
1.	As detailed in Note No 14 to the financial statements, the Company has not filed documents/e-forms with the Registrar of Companies, Karnataka, Bangalore, regarding increase in authorized capital, paid up capital, reduction in face value of paid up capital, and other documents relating to amalgamation / restructuring for a substantial period.	Increase in authorized capital, paid up capital, reduction in face value of paid up capital was done as per the BIFR order. The BIFR order have attained finality. The Roc has filed appeal in the Karnataka High court which is time barred and also contravenes Section 32(1) of SICA Act. We are hopeful of getting favourable judgement in the High Court and ROC will follow BIFR instructions.
2.	As detailed in note No. 6, capital advance of Rs. 183.77 Lakhs is due for substantial period from a firm in which relatives of director are interested. As per the documents made available to us, the Company has neither taken steps to register the property in the name of the Company nor taken steps to recover the said dues.	The company would complete the registration formalities at the earliest.
	Emphasis of Matter	
3.	Without modifying our opinion, attention is drawn to Note No 33(j) to the financial statements, relating to delisting of the shares of the Company. As per the notification of BSE, the Company, directors and promoters have certain obligations as detailed in the said note. Non fulfilling of the said obligations may result in consequential liabilities which are not ascertainable.	The Company has obtained connectivity. Demat of shares is in process. The Company & Promoters will take suitable steps to fulfil the commitments connected with delisting of shares.
	Observation	
4.	Based on our examination which included test checks, during the year under review, the feature of recording audit trail (edit log) facility has not been enabled and operative throughout the year for all transactions recorded in the accounting software used by the Company for maintaining its books of account for all relevant transactions recorded in the software. Since the audit trail (edit log) facility is not enabled, the question of whether the same has been tampered with does not arise.	The Ministry of Corporate Affairs has newly introduced the Audit trail effect from 1st April, 2023. Accordingly, the management took necessary actions to implement the audit trail. However, due to technical reason, the same has not been enabled during the year. However, there were no instance of books of accounts being tampered. Hence, it will not adversely impact the companies responsibility to the shareholders, regulatory authorities and other stakeholders of the Company.

Except the above, the Auditor's Report does not contain any qualification, reservation or adverse remarks.

36. ACKNOWLEDGEMENT:

Your Directors take this opportunity to thank its Bankers and stakeholders for their support in the growth of the Company.

On behalf of the Board
For **NAMASTE EXPORTS LIMITED**

Dated : 23-08-2024
Place : Bangalore

Sd/-
K. VIKAS BHAT
Whole-Time-Director
(DIN : 00939715)

Sd/-
E.N. VEERANNA
Whole-Time-Director
(DIN : 00920219)

Sd/-
K. VINOD BHAT
Managing Director
(DIN : 02359812)



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NAMASTE EXPORTS LIMITED
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

Qualified Opinion

We have audited the financial statements of **NAMASTE EXPORTS LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2024, the statement of Profit and Loss, and 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, the aforesaid financial statements **subject to the effect of matters described in the basis of qualified opinion paragraph**, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, profit for the year and its cash flows for the year.

Basis of Opinion

- As detailed in Note no 14 to the financial statements, the Company has not filed documents / e-forms with the Registrar of Companies, Karnataka, Bangalore, regarding increase in authorised capital, paid up capital, reduction in face value of paid up capital, and other documents relating to amalgamation / restructuring for a substantial period.
- As detailed in Note no 6, capital advance of Rs. 183.77 Lakhs is due for substantial period from a firm in which relatives of directors are interested. As per the documents made available to us, the Company has neither taken steps to register the property in the name of the Company nor taken steps to recover the dues.

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

Key Audit Matters :

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

Sl. No.	Key Audit Matter	Auditor's Response
1.	Property, plant and Equipment additions and deletions: During the year under review, Company has sold land located at Chennai and discontinued leather garment operations of a plant located in Bangalore. During this transaction several assets were sold/discarded resulting a net gain of Rs 3811 Lakhs. The same is shown under exceptional items. Company has also acquired land for Rs 326.91 Lakhs	Audit procedure Our audit procedure consisted of verifying the legal document, compliances relating to impairment provision and legal opinion relating to asset acquired

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

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appear 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.

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 statement 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. Those Board of Directors are 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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.

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.

Emphasis of matter

Without modifying our opinion, attention is drawn to Note 33 (j) to the financial statements, relating to delisting of shares of the Company. As per the notification of BSE, the Company, directors and promoters have certain obligations as detailed in the said note. Non fulfilment of the said obligations may result in consequential liabilities which are not ascertainable.

Report on Other Legal and Regulatory Requirements

The Companies (Auditor's Report) Order, 2020 ("CARO 2020" or "the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is applicable to the Company for the year under review. We have given in **Annexure A**, statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we have enclosed herewith a report in **Annexure B** on the same for the year under review.
- g. Report under section 197 (16): In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.



- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position in the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts 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, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ('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.
 - iv. b. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('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.
 - iv. c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention 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 any dividend during the year.
 - vi. Based on our examination which included test checks, during the year under review, the feature of recording audit trail (edit log) facility has not been enabled and operative throughout the year for all transactions recorded in the accounting software used by the Company for maintaining its books of account for all relevant transactions recorded in the software. Since the audit trail (edit log) facility is not enabled, the question of whether the same has been tampered with does not arise.
 - vii. As audit trail (edit log) facility is not enabled, the question of preservation of audit trail as per the statutory requirements for record retention does not arise for the financial year ended March 31, 2024.

For Ishwar & Gopal,
Chartered Accountants,

Sd/-
K V Gopalakrishnayya
Partner
Membership No 021748
Bangalore,
Dated 23-08-2024
UDIN : 24021748BJZZUC6329

ANNEXURE - A TO THE AUDITOR'S REPORT

Statement on para 3 and 4 of the Companies (Auditor's Report) Order, 2020, (CARO 2020/ "the Order") issued vide Order number S.O. 849(E) dated 25th February 2020 referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2024,

- i. a. A. As per the information and explanation provided to us, the company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;
B. The Company does not have any intangibles. Hence the requirement of clause 3 (i) (a) (B) of the order is not applicable to the Company during the year under review;
- b. As per the information and explanation provided to us, Property Plant and Equipment of the Company have been physically verified by the management during the year. No material discrepancies were noticed on such verification and the same have been properly dealt with in the books of account. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its business;
- c. The Company has not revalued its Property, Plant & Equipment. Hence the requirement of clause 3 (i)(d) of the order is not applicable to the Company during the year under review;
- d. Based on the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder,
- ii. a. Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification was reasonable. The discrepancies between the physical stocks and the book records, where applicable, as noticed on physical verification were not material and have been properly dealt with in the books of account;
- b. As informed to us, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and hence the requirement of clause 3 (ii) (b) of the order is not applicable to the Company during the year under review.
- iii. a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, has not made investments in, provided any guarantee or security to companies, firms, Limited Liability Partnerships or any other parties during the year. However Rs.183.77 Lakhs of advance for purchase of property made to a firm during prior years in which relative of a director is interested is outstanding as on 31st March 2024.
- b. As the advance is outstanding for substantial period, we are of the opinion that the same is prima facie prejudicial to the Company's interest.
- c. As the advance was made for purchase of property, there is no schedule of repayment of principal or stipulation for payment of interest and hence we are not able to comment as to whether the repayments or receipts are regular.
- d. In respect of these advances, there is no schedule of repayment of principal or stipulation for payment of interest and hence we are not able to comment as to whether the amount is overdue and steps taken by the Company for recovery of principal and interest.
- e. In respect of these advances, there is no schedule of repayment of principal or stipulation for payment of interest. Hence we are not able to comment as to whether the loan has fallen due during the year and the loan has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f. According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans / advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year to promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;.
- iv. According to the information and explanation given to us, except for Rs 183.77 Lakhs of advance given for purchase of property to a firm in which relative of directors is interested and which is outstanding for substantial period, in respect of other loans an investments made the Company has complied with the provisions of Section 185 and 186b of the Companies Act,
- v.. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Section 73 to 76 of the act and the Rules framed thereunder to the extent notified. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act for any products manufactured/services rendered by the Company
- vii. a. The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
There are no arrears of outstanding statutory dues mentioned above as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us, there are no amounts of statutory dues as referred to in clause 3 (vii) (a) above which have not been deposited on account of any dispute.
- viii. According to the information and explanation given to us, there are no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), hence the requirement of clause 3 (viii) the order is not applicable to the Company during the year under review
- ix. a. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.



- b. In our opinion and according to the information and explanations given to us, the Company has not been declared as wilful defaulter by any bank or financial institution or any lender;
- c. In our opinion and according to the information and explanations given to us, the Company has not obtained any term loan during the year under review;
- d. In our opinion and according to the information and explanations given to us, short term funds raised by the Company have not been utilised for long term purposes.
- e. In our opinion and according to the information and explanations given to us, 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 and hence the requirement of clause 3 (ix) (e) of the order is not applicable to the Company during the year under review;
- f. In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence the requirement of clause 3 (ix) (f) of the order is not applicable to the Company during the year under review;
- x. a. In our opinion and according to the information and explanations given to us, during the year the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and hence clause 3 (x) (a) of the Order is not applicable to the Company during the year under review.
- b. In our opinion and according to the information and explanations given to us, the company has made not any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence clause 3 (x) (b) of the Order is not applicable to the Company during the year under review.
- xi. a. According to the information and explanations given to us, no material frauds by the Company or on the Company have been noticed or reported during the course of the audit.
- b. According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- c. According to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year under review;
- xii. In our opinion and according to the information and explanation given to us, the Company is not a nidhi Company. Accordingly, clause 3 (xii) (a) to (c) of the Order is not applicable to the Company during the year under review.
- xiii. According to the information and explanation given to us and based on our examination of the records of the Company, transactions with 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. In our opinion and according to the information and explanation given to us, the Company is not in the class of Companies required to have internal audit system and hence clause 3 (xiv) (a) and (b) of the Order is not applicable to the Company during the year under review.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3 (xv) of the Order is not applicable to the Company during the year under review.
- xvi. According to the information and explanation given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and hence clause 3 (xvi) (a) to (d) of the Order is not applicable to the Company for the year under review.
- xvii. The Company has not incurred cash loss during the current year and immediately preceding previous year.
- xviii. There has been resignation of the statutory auditors during the year under review. There were no issues, objections or concerns raised by the outgoing auditor.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, as on the date of the balance sheet, the Company is 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.
- xx. The Company is not covered under the class of Companies under section 135 of the Companies Act, 2013 and rules framed thereunder. Hence clause 3 (xx) (a) and (b) of the Order is not applicable to the Company for the year under review.
- xxi. The Company is not required to prepare consolidated financial statements and hence clause 3 (xxi) of the Order is not applicable to the Company for the year under review.

For Ishwar & Gopal,
Chartered Accountants,

Sd/-
K V. Gopalakrishnayya
Partner
Membership No 021748
Bangalore,
Dated 23-08-2024
UDIN : 24021748BJZZUC6329

ANNEXURE - B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **NAMASTE EXPORTS LIMITED** ("the Company") as of 31st March 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the 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 Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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

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.

Adverse Opinion

According to the information and explanation given to us and based on our audit, the following material weakness has been identified as at 31st March 2024.

The internal control system of the Company in respect of receipt of material and reconciliation of material consumption, needs to be improved to make it commensurate with the size of the Company and nature of its business.

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

In our opinion, because of the effect of the material weakness/es described above on the achievement of the objectives of the control criteria, the Company has not maintained adequate and effective internal financial controls over financial reporting as of March 31, 2024, 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".

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2024, financial statements of the Company, and the same is reported under emphasis of matters in our audit report of even date.

For Ishwar & Gopal,
Chartered Accountants,

Sd/-
K V Gopalakrishnayya
Partner
Membership No 021748
Bangalore,
Dated 23-08-2024
UDIN : 24021748BJZZUC6329

**BALANCE SHEET AS ON 31ST MARCH 2024**

Amount in Lakhs (INR)

Particulars	Note No.	31/03/2024	31/03/2023
ASSETS			
Non -current Assets			
Property, Plant and Equipment	3	677.43	282.72
Intangible Assets		-	-
Assets held for Sale -Land		-	381.78
Financial Assets			
i) Investments	4	78.77	17.43
ii) Other Financial Assets	5	4.89	11.50
Other Non Current Assets	6	183.77	183.77
Total Non Current Assets		944.86	877.20
Current Assets			
Inventories	7	91.39	378.83
Financial Assets			
i) Trade Receivables	8	174.73	25.43
ii) Cash and Cash Equivalents	9	379.97	521.18
iii) Bank Balances Other Than (ii) above	10	2153.90	50.12
iv) Loans and Advances	11	-	37.44
v) Other Financial Assets	12	204.98	7.61
Current Tax Assets		57.89	6.32
Other Current Assets	13	137.97	217.83
Total Current Assets		3200.83	1,244.77
Total Assets		4145.68	2,121.97
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	1372.91	1,372.91
(b) Other Equity	15	2029.20	(866.19)
Total Equity		3402.12	506.72
LIABILITIES			
Non - current liabilities			
Financial Liabilities			
i) Borrowings	16	6.37	-
Provisions	17	-	114.23
Total Non Current Liabilities		6.37	114.23
Current Liabilities			
Financial Liabilities			
i) Borrowings	18	4.55	471.17
ii) Trade Payable	19		
(a) total outstanding dues of micro enterprises and small enterprises ;		1.79	223.23
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.		350.21	203.59
iii) Other Financial Liabilities	20	244.79	298.70
Provisions	21	114.70	52.10
Other Current Liabilities	22	21.17	252.23
Total Current Liabilities		737.20	1,501.02
Total Liabilities		743.57	1,615.25
Total Equity and Liabilities		4145.68	2,121.97
See accompanying notes to the financial statements			
As per our attached report of even date			
For and on behalf of the Board			
<div> <div> For Ishwar & Gopal Chartered Accountants, Firm Registration No: 005350S Sd/- K.V. Gopalakrishnayya Partner Membership no: 021748 Place : Bangalore, Dated : 23-08-2024 </div> <div> Sd/- K. VINOD BHAT Managing Director (DIN : 02359812) </div> <div> Sd/- K. VIKAS BHAT Whole-Time-Director (DIN : 00939715) </div> </div>			
<div> <div> Sd/- E.N. VEERANNA Whole-Time-Director & CFO (DIN : 00920219) </div> <div> Sd/- SWATI SHEKHAWAT Company Secretary ACS No.: 51507 </div> </div>			

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2024				Amounts in Lakhs (INR)
Particulars	Note No.	For the Year ended 31-03-2024	For the Year ended 31-03-2023	
Continuing operations				
Revenue from operations		-	-	
Other income	23	30.74	3.17	
Total Income		30.74	3.17	
Expenses				
Cost of materials consumed		-	-	
Changes (Increase) / Decrease in inventories of finished goods, work-in-progress		-	-	
Employee benefits expense		-	-	
Financial costs		-	-	
Depreciation and amortization expense		-	-	
Other expenses		-	-	
Total Expenses		-	-	
Profit / (Loss) before exceptional items and tax		30.74	3.17	
Exceptional Items-Profit on sale /discard of property, plant and equipments		3811.00	547.09	
Profit / (Loss) before tax		3841.74	550.26	
Income tax Expenses				
c) Tax expense		375.00	-	
Total Tax Expenses			-	
Profit / (Loss) for the year from continuing operations		3466.74	550.26	
Profit / (Loss) for the year from discontinuing operations	24	-545.80	(522.94)	
Tax expenses of discontinued operations		-	-	
Profit/(Loss) for the period		2920.95	27.32	
Other Comprehensive Income				
Items that will not be classified to the Profit & Loss Account				
Re-measurement Loss on defined benefit plan		-38.25	6.28	
Re-measurement of investments		12.70	(1.75)	
Other Comprehensive Income		-25.55	4.53	
Total Comprehensive Income		2895.40	4.53	
See accompanying notes to the financial statements				
As per our attached report of even date				
				For and on behalf of the Board
For Ishwar & Gopal				
Chartered Accountants,				
Firm Registration No: 005350S				
Sd/-				Sd/-
K.V. Gopalakrishnayya				K. VINOD BHAT
Partner				Managing Director
Membership no: 021748				(DIN : 02359812)
Place : Bangalore,				Sd/-
Dated : 23-08-2024				E.N. VEERANNA
				Whole-Time-Director & CFO
				(DIN : 00920219)
				Sd/-
				K. VIKAS BHAT
				Whole-Time-Director
				(DIN : 00939715)
				Sd/-
				SWATI SHEKHAWAT
				Company Secretary
				ACS No.: 51507

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2024**

Amounts in Lakhs (INR)

Particulars	Year ending 31st March 2024	Year ending 31st March 2023
A.Cashflow from operating activities		
Profit before tax from continuing operations	3841.74	550.26
Profit before tax from discontinuing operations	-545.80	(522.94)
Adjustments for:		
Depreciation(net)	17.73	14.93
Dividend Income	-0.44	(0.27)
Interest income	-30.30	(2.78)
Interest expenditure	41.61	49.38
Loss/(profit)on discard/Sale of fixed assets	-3811.00	(547.09)
Operating profit/(Loss)before working capital changes	-486.46	(456.51)
Adjustments for changes in :		
Decrease / (increase) in inventories	287.44	221.15
Decrease / (increase) in trade receivables	-149.29	187.68
Decrease / (increase) in other assets	-59.25	262.51
(Decrease) / increase in trade payables	-113.06	(395.40)
(Decrease) / increase in other liabilities	-284.97	(99.33)
(Decrease) / increase in provisions	-51.64	10.27
Cash generated from operations	-857.24	(271.63)
Income tax paid(net)	-	4.03
Net cashflow from operating activities	-857.24	(275.66)
Net Cash Flow from/(used in) Operating Activities	-857.24	(275.66)
B.Cashflow from investing activities		
Purchase of Fixed Assets	-418.37	(44.19)
Proceeds from Sale of Fixed Assets	4198.72	595.60
Investment in Shares	-48.65	(0.35)
Increase in Term deposits	-2103.77	(152.90)
Dividend Income	0.44	0.27
Interest received	16.10	2.08
	1644.47	400.51
Less : income Tax paid	426.57	-
Net cash used in investing activities	1217.90	400.51
C.Cashflow from Financing activities		
Increase in borrowings		
Increase in Long term borrowings	8.83	(71.12)
Interest & Financial charges	-41.61	(49.38)
Net cash used in Financing activities	-32.78	(120.50)
Net increase/(Decrease)in Cash & Cash equivalents(A+B+C)	327.88	4.35
Cash &Cash equivalents		
Opening balance	50.01	45.66
Closing balance	377.89	50.01

See accompanying notes to the financial statements

As per our attached report of even date

For and on behalf of the Board

For Ishwar & Gopal
Chartered Accountants,
Firm Registration No: 005350S

Sd/-
K.V. Gopalakrishnayya
Partner
Membership no: 021748

Place : Bangalore,
Dated : 23-08-2024

Sd/-
K. VINOD BHAT
Managing Director
(DIN : 02359812)

Sd/-
E.N. VEERANNA
Whole-Time-Director & CFO
(DIN : 00920219)

Sd/-
K. VIKAS BHAT
Whole-Time-Director
(DIN : 00939715)

Sd/-
SWATI SHEKHAWAT
Company Secretary
ACS No.: 51507

STATEMENT OF CHANGES IN EQUITY
A) Equity Share Capital
Amount in Lakhs (INR)
i) Current reporting period - year ended 31st March 2024

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,372.91	-	1,372.91	-	1,372.91

ii) Previous reporting period - year ended 31st March 2023

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
1,372.91	-	1,372.91	-	1,372.91

B) Other Equity
Amounts INR in Lakhs
i) Current reporting period - year ended 31st March 2024

Particulars	Other Reserve (Capital Redemption Reserve)	Retained Earnings	Other Comprehensive Income (OCI)	Total
Balance at the beginning of the current reporting period	20.51	-902.43	15.73	-866.19
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	20.51	-902.43	15.73	-866.19
Total Comprehensive Income for the Current year	-	2920.95	-25.55	2895.40
Dividends Paid	-	-	-	-
Balance at the end of the current reporting period	20.51	2018.52	-9.83	2029.20

ii) Previous reporting period - year ended 31st March 2023

Particulars	Other Reserve (Capital Redemption Reserve)	Retained Earnings	Other Comprehensive Income (OCI)	Total
Balance at the beginning of the current reporting period	20.51	(929.75)	11.20	(898.04)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	20.51	(929.75)	11.20	(898.04)
Total Comprehensive Income for the Current year	-	27.32	4.53	31.85
Dividends Paid	-	-	-	-
Balance at the end of the current reporting period	20.51	(902.43)	15.73	(866.19)

See accompanying notes to the financial statements

As per our attached report of even date

For Ishwar & Gopal
Chartered Accountants,
Firm Registration No: 005350S

Sd/-
K.V. Gopalakrishnayya
Partner
Membership no: 021748

Place : Bangalore,
Dated : 23-08-2024

For and on behalf of the Board

Sd/-
K. VINOD BHAT
Managing Director
(DIN : 02359812)

Sd/-
K. VIKAS BHAT
Whole-Time-Director
(DIN : 00939715)

Sd/-
E.N. VEERANNA
Whole-Time-Director & CFO
(DIN : 00920219)

Sd/-
SWATI SHEKHAWAT
Company Secretary
ACS No.: 51507



NAMASTE EXPORTS LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2024

1. Corporate Information:

NAMASTE EXPORTS LIMITED ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 in India. The registered office of the Company is situated in Bangalore India.

The Company is primarily engaged in the business of manufacture of leather garments. The financial statements are prepared in Indian Rupees in Lakhs.

2. A. Basis for preparation of financial statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as Ind AS) as notified by the Ministry of Corporate Affairs, pursuant to Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015.

The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange of goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Since the Company has decided to discontinue its leather garment manufacturing business and initiated steps in that direction accounts are prepared as per Indian Accounting Standard (Ind AS)105 Non Current Assets "Held for Sale and Discontinued Operation"

B. Summary of Significant Accounting Policies:

a. Uses of Estimates and Judgements:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses for the years presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

b. Revenue Recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

1. **Sale of Products:** Revenue is recognised at the time of transfer of property in goods, which results in or coincides with the transfer of significant risks and rewards to the customers and is generally at the point of dispatch of goods to the customers and no significant uncertainty exist regarding the amount of consideration towards such sale. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Sale values of products and of services are recognized as per the customs and trade practices and are exclusive of taxes, trade and quantity discounts.

2. **Sale of Services:** Revenue from service contracts are recognized as per the contractual terms as and when the services are rendered and an unconditional right to receive such income is established. No further obligations remains and the collection is probable.

3. **Interest Income:** Interest Income is recognized on a time proportionate basis taking into account effective rate of interest.

4. **Dividend Income:** Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

5. **Export Benefits:** Export entitlements in the form of Remission of Duties and Taxes on Export Products (RODTEP) and Duty Entitlement Pass Book / draw back (DEPB) are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

c. Income Taxes:

Provision for income tax is made on the basis of taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

Current tax liabilities (assets) for the current and prior periods shall be measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities for timing differences between taxable and accounting income shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

A deferred tax asset shall be recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. However, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting period. The Company shall reduce the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

d. Property, Plant and Equipment & Depreciation :

Property, Plant & Equipment and intangible assets are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalised includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction / installation stage. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, Plant & Equipment is charged based on straight line method based on management's estimated useful lives prescribed in Schedule II to the Companies Act, 2013.

Assets costing up to Rs. 5,000 are fully depreciated in the year of purchase.

An item of Property, Plant & Equipment and intangible assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of Property, Plant & Equipment and intangible assets are determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the profit or loss.

Right-of-use assets are depreciated over the term of lease on straight line basis.

e. Intangibles and Amortisation:

Intangible assets acquired are initially recorded at cost. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. The amortization expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss. In case of finite lives, following useful economic life has been considered:

Computer Software	5 years
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Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized

f. Provisions:

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions excluding retirement benefits are not discounted

to its present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

g. Leases:

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero. On the Balance Sheet, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in borrowings and other financial liabilities.

h. Foreign Currency Transactions:

The functional currency of the company is Indian Rupees (INR). Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the dates of Balance Sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognized in the profit or loss.

i. Financial Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

j. Employee Benefits:

i. Gratuity: The Company accounts for its gratuity liability, a defined retirement benefit plan covering eligible employees. The gratuity plan provides for a lump sum payment to employees at retirement, death, incapacitation or termination of the employment based on the respective employee's salary and the tenure of the employment. Liabilities with regard to a Gratuity plan are determined based on the actuarial valuation carried out by an independent actuary as at the Balance Sheet date using the Projected Unit Credit method. Actuarial gains and losses are recognised in full in other comprehensive income and accumulated in equity in the period in which they occur. Past service cost is recognised in profit or loss in the period of a plan amendment.

ii. Provident fund: The eligible employees of the Company are entitled to receive the benefits of Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary which are charged to the Statement of Profit and Loss on accrual basis. The provident fund contributions are paid to the concerned authorities by the Company. The Company has no further obligations for future provident fund.

iii. Employees' State Insurance Scheme (ESI): Employees' state insurance scheme, which are defined contribution schemes, are charged to the Statement of Profit and Loss on accrual basis. The Company has no further obligations for future superannuation fund benefits other than its annual contributions.

iv. Compensated absences: The Company provides for the compensated absences on estimated basis.

k. Borrowing Costs: Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss.

l. Inventories: Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw Materials:** Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of all raw materials except accessories are valued on First in First out (FIFO) basis. Accessories are valued on weighted average basis.
- **Finished Goods and Work-in-progress:** Cost includes cost of direct materials and labour and a proportion of manufacturing overheads.

m. Earnings per Share: Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings / (loss) per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n. Discontinued Operations:

(i) Assets are classified as "assets included in disposal group held for sale" when the appropriate level of the Company's management is committed to a plan to sell the asset and an active plan to locate the buyer and complete the plan is initiated and the sale is highly probable and expected to complete within one year of such classification. The carrying amount of these assets will be principally recovered through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

(ii) Liabilities of disposal group are classified as "liabilities included in disposal groups(s) held for sale"

(iii) Profit and loss from discontinued operations are separately disclosed in the Statement of Profit and Loss.

o. Impairment:

The carrying value of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If, any such indication exists, the Company estimates their recoverable amount and impairment is recognised if, the carrying amount of these assets/cash generating units exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit & Loss.



Note -3 Tangible Assets - Property, Plant and Equipment

Particulars	Land	Factory Building	Plant & Machinery	Computers & Printers	Vehicles	Office Equipments	Furniture & Fixtures	Total
Gross Block								
As on 1st april 2023	161.11	108.08	227.47	14.10	130.91	8.47	2.67	652.81
Additions*	358.33	0.00	0.00	1.01	88.67	1.79	0.00	449.80
Deductions/ Adjustment	0.48	47.09	214.74	14.10	80.72	8.47	2.67	368.27
Balance as at 31st March 2024	518.97	60.99	12.73	1.01	138.86	1.79	0.00	734.34
								0.00
								0.00
Accumulated Depreciation								
As on 1st April 2023	0.00	62.15	198.44	12.82	87.12	7.29	2.28	370.09
Additions	0.00	3.47	1.00	0.01	13.07	0.17	0.00	17.73
Deductions/ Adjustment	0.00	45.22	189.52	12.82	73.78	7.29	2.28	330.90
Total Depreciation till 31st March 2024	0.00	20.39	9.93	0.01	26.40	0.17	0.00	56.91
Net carrying amount as at 31st March 2024	518.97	40.59	2.80	0.99	112.46	1.62	0.00	677.43
Previous Year Particulars:								
Gross Block								
As on 1st april 2022	161.11	108.08	226.75	13.48	89.36	7.56	2.27	608.62
Additions	0.00	0.00	0.72	0.62	41.55	0.91	0.40	44.19
Deductions/ Adjustment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at 31st March 2023	161.11	108.08	227.47	14.10	130.91	8.47	2.67	652.81
								0.00
								0.00
Accumulated Depreciation								
As on 1st April 2022	0.00	59.52	192.77	12.46	81.30	6.83	2.27	355.16
Additions	0.00	2.62	5.67	0.35	5.82	0.46	0.00	14.93
Deductions/ Adjustment	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at 31st March 2023	0.00	62.15	198.44	12.82	87.12	7.29	2.28	370.09
Net carrying amount as at 31st March 2023	161.11	45.93	29.03	1.29	43.79	1.18	0.39	282.72

* Includes Rs. 31.42 lakhs transferred from assets held for sale.

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2024
Amount in Lakhs (INR)

Particulars	Note Number	No. of Shares	As at March 31,2024	No. of Shares	As at March 31,2023
Financial assets					
Non Current Investment	4				
Quoted Equity Shares					
Equity Shares of Industrial Development Bank of India		2200	1.78	2,200	0.99
Equity shares of Adani Ports & Special Economic zones		81	1.09		
Equity shares of Ami Organics Ltd		10	0.11		
Equity shares of Axis Bank Limited		24	0.25		
Equity shares of Bharat Forge Ltd		133	1.50		
Equity shares of Birla Corporation Ltd		100	1.42		
Equity shares of Britannia Industries Ltd		81	3.98		
Equity shares of Coal India Ltd		1198	5.20	200	0.64
Equity shares of Federal Bank Ltd		33	0.05		
Equity shares of Hdfc Bank Ltd		10	0.14	10	0.16
Equity shares of Hero Motocorp Ltd		10	0.47		
Equity shares of Hindalco Industries Ltd		587	3.29	100	0.41
Equity shares of Hindustan Aeronautics Ltd		50	1.66		
Equity shares of ICICI Bank Ltd		10	0.11	10	0.09
Equity shares of I T C LTD		243	1.04		
Equity shares of Karnataka Bank Limited		1961	4.41	150	0.20
Equity shares of Larsen & Toubro Ltd		216	8.13		
Equity shares of Life Insurance Corp of India		16	0.15		
Equity shares of Maruti Suzuki India Ltd		5	0.63		
equity shares of Reliance Industries Ltd		123	3.66		
Equity shares of Siemens Ltd		156	8.38		
Equity shares of Tata Consumer Products		461	5.05		
Equity shares of Tata Power Co Ltd		545	2.15		
Equity shares of Tata Steel Limited		250	0.39	25	0.26
Equity shares of The India Cements Limited		100	0.21		
Equity shares of Tube Investment of India Ltd		14	0.52		
Equity shares of Tvs Motor Company Ltd		30	0.65		
Equity Shares of HDFC Bank Limited				100	0.19
Equity shares of India Steel Limited					
Total			56.44		2.93
Unquoted Equity Shares					
Shares of Ranipet Leather Finishing Servicing Industrial Co-operative Society Ltd		100	0.10	100	0.10
shares of TALCO-DINDIGUL TANNERS ENVIRO CONTROL SYSTEM PRIVATE LIMITED		2625	2.63	2,625	2.63
Total			2.73		2.73
Quoted Mutual Funds					
10,000 (10,000) Units of SBI Magnum Comma Fund					
Dividend Mutual Fund			9.73		5.76
9121(9121) Units of Punjab National Bank Gilts			9.89		6.00
			19.61		11.77
Total			78.77		17.43
Market Value					
Quoted Investments			56.44		14.20



NOTES FORMING PART OF FINANCIAL AS AT 31st MARCH 2024

Amount in Lakhs (INR)

Particulars	Note Number	As at 31st March 2024	As at 31st March 2023
Other Financial assets (Unsecured)	5		
Security Deposits considered good		4.89	11.50
Total		4.89	11.50
Other Non Current Assets	6		
Capital Advance -To others (Unsecured, Considered Good)			
Capital Advance -To related parties		183.77	183.77
Total		183.77	183.77
Inventories (At lower of Cost or Market Value)	7		
Raw Materials		48.78	246.73
Work in Progress		0.00	24.77
Finished goods		42.61	100.25
Goods-in-transit		0.00	7.09
Total		91.39	378.83
Trade Receivables (Unsecured)	8		
Considered Good		174.73	25.43
Unsecured Considered Doubtful Credit impaired		0.00	17.82
		174.73	43.25
Less: Allowance for doubtful debts		0.00	17.82
Total		174.73	25.43
Outstanding for following periods from due date of payment			
Undisputed Trade Receivable:			
Not Due		174.73	-
6 months to 1 Year			25.43
Total		174.73	25.43
Cash and Cash Equivalents	9		
A) Balances with Banks			
With scheduled bank			
i) In Current Account *		379.10	520.79
ii) In Deposits With maturity of less than Three months			
*Certain bank accounts are subject to confirmation			
Cash on Hand			
i) In Indian Rupees		0.87	0.39
Total		379.97	521.18
Bank Balances (other than Note 9 above)	10		
With scheduled bank			
i) In Deposits with maturity of more than three months		2153.90	50.12
Total		2153.90	50.12
Loans and Advances	11		
(Unsecured, Considered Good)			
Due from Directors		-	37.44
Total		0.00	37.44
Other Financial Assets	12		
(Unsecured, Considered Good)			
Security Deposits		-	3.25
Export Incentives Receivable		8.28	3.38
Interest accrued on deposits		14.20	0.98
Receivable on account of sale of land		182.50	-
		204.98	7.61
Other Current Assets	13		
(Unsecured)			
Advance to Suppliers Considered Good		0.97	1.21
Advance to Suppliers Considered Doubtful		-	6.62
		0.97	7.83
Less: Provision for Doubtful Advances		-	6.62
		0.97	1.21
Advance to Employees/expenses		1.05	2.15
Prepaid Expenses		0.46	1.29
Balance with Statutory/ Government authorities		135.50	213.18
Total		137.97	217.83

Amount in Lakhs (INR)

Particulars	Note No.	As at March 31, 2024		As at March 31, 2023	
		Number	Amount	Number	Amount
Equity Share Capital	14				
Authorised Equity Share Capital (Par Value per Share Rs. 1)		25,00,00,000	2500.00	25,00,00,000	2500.00
Issued Subscribed and fully paid up Equity Share Capital(Par Value per Share Rs. 1)		13,72,91,230	1372.91	13,72,91,230	1372.91
Total		13,72,91,230	1372.91	13,72,91,230	1372.91
Equity shares with par value of Rs. 1 per share					
(iii) Reconciliation of No. of equity share capital outstanding		As at March 31, 2024		As at March 31, 2023	
		Number	Amount	Number	Amount
		13,72,91,230	1372.91	13,72,91,230	1372.91
		-	-	-	-
Opening number of share outstanding		13,72,91,230	1372.91	13,72,91,230	1372.91
Add: No of Shares/ Share Capital issued/ subscribed during the year		-	-	-	-
Closing Number of shares outstanding		13,72,91,230	1372.91	13,72,91,230	1372.91

The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has equity shares having par value of Rs.1 per share. Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 2013 read together with the Memorandum of Association and Articles of Association of the Company as applicable.

Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate: Nil

Shares held by each shareholder holding more than 5 percent shares specifying the number of shares held

Name of the Shareholders		As at March 31, 2024		As at March 31, 2023	
		No. of Shares	% of holding	No. of Shares	% of holding
Mrs. Madhura Bhat		4,29,06,120	31.25%	4,29,06,120	31.25%
K Vinod Bhat		2,29,91,110	16.75%	2,29,91,110	16.75%
K Vikas Bhat		84,90,230	6.18%	84,90,230	6.18%
K Vishal Bhat		2,36,02,710	17.19%	2,36,02,710	17.19%
K Madan Bhat		75,00,000	5.46%	75,00,000	5.46%
K Poorvi Bhat		75,00,000	5.46%	75,00,000	5.46%

Shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts: Nil

For the period of five years immediately preceding the date as at which the Balance Sheet is prepared: (a) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. (b) Aggregate number and class of shares allotted as fully paid up by way of bonus shares. (c) Aggregate number and class of shares bought back:

The company had issued shares to Industrial Development Bank of India (IDBI) under a scheme approved by Board of Industrial and Financial Reconstruction (BIFR). The shares were to be bought back within 12 months of issue as per BIFR order. There was a contract to buyback the shares. When the company decided to sell an asset to bring to meet the working shortages, the IDBI who had a charge on the property refused to remove the charges unless the shares were bought back. Since buyback was an obligation, the company bought back the shares aggregating to 20,51,200 at Rs.10 each amounting to Rs.2,05,12,000 during the FY 2016-17 ; even when network was negative deviating from Sec 68 of Companies Act 2013.

The erstwhile Board of Industrial and Financial Reconstruction (BIFR) in their order waived payment of fees to Registrar of Companies, Karnataka, Bangalore for increasing the authorised capital. However The Registrar of Companies, Karnataka have not accepted the documents filed by the Company earlier without payment of requisite fees. Hence company could not file documents for changes in the authorised and paid up capital. The Company is taking necessary steps to complete filing of other documents with the statutory authorities relating to amalgamation and restructuring.

Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date: Nil

Calls unpaid (showing aggregate value of calls unpaid by directors and officers): Nil



Disclosure of Shareholding of Promoters and change in shareholding

Promoter		As at March 31, 2024		As at March 31, 2023	
		No. of Shares	% of holding	No. of Shares	% of holding
Madura N Bhat- Shareholding Position		4,29,06,120	31.25%	4,29,06,120	31.25

Particulars	Note Number	As at March 31, 2024	As at March 31, 2023
Other Equity	15		
i. Capital Redemption Reserve			
Balance as per last financial Statement		20.51	20.51
Balance as on balance sheet date		20.51	20.51
ii. Retained Earnings/Surplus			
Balance as per last financial Statement		-902.43	(929.75)
Add:- Profit / (Loss) for the year		2920.95	27.32
Balance as on balance sheet date		2018.52	(902.43)
iv. Other Comprehensive Income			
Balance as per last financial Statement		15.73	11.20
Remeasurement of Defined Benefit Plans		-38.25	6.28
Increase in fair value of investments		12.70	(1.75)
Balance as on balance sheet date		-9.83	15.73
Total		2029.20	(866.19)

NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED 31st March 2024

Amount in Lakhs (INR)

Particulars	Note Number	As at March 31, 2024	As at March 31, 2023
Long Term Borrowings	16		
Loan from Bank (Secured against hypothecation of vehicles)		8.83	-
Less : Current maturities		2.47	-
		6.37	-
Repayment obligations:			
FY 2025-2026		2.68	-
FY 2026-2027		1.96	-
FY 2027-2028		1.13	-
FY 2028-2029		0.60	-
Total		6.37	-
Long Term Provisions	17		
Provision for			
- Gratuity		-	114.23
Since the Company has discontinued its operations the entire accrued gratuity and leave salary liability is considered as current liabilities			
Total		-	114.23
Short Term Borrowings	18		
Working Capital from Bank (Secured)#		2.08	471.17
Current maturities of Long Term borrowings		2.47	-
Total		4.55	471.17

Working capital from a bank is primarily secured by way of hypothecation on current assets and moveable fixed assets, Collaterally secured by way of equitable mortgage of factory building. The borrowings are also personally guaranteed by three directors of the Company.

The Company has earlier created charge on the fixed and current assets of the Company in favour of Industrial Development Bank of India, State Bank of India Mutual Fund, Karnataka State Industrial Investment Development Corporation, Karnataka State Financial Corporation, State Bank of India and Canara Bank. The Company has repaid / allotted shares towards these dues as approved by the Board of Industrial and Financial Reconstruction (BIFR). Company is in the process of filing satisfaction of charges with Registrar of Companies in respect of these charges in respect of Canara Bank and State Bank of India.

Trade Payables	19		
Total outstanding dues of micro enterprise and small enterprise		1.79	223.23
Total outstanding dues of creditors other than micro enterprise and small enterprise		350.21	203.59
Total		352.00	426.82
Outstanding for following periods from due date of payment			
i) Less than 1 Year			
Due to MSME Undisputed		1.79	203.59
Due to Others Undisputed		350.20	(0.00)
ii) 1 - 2 Years			
Due to MSME Undisputed		-	-
Due to Others Undisputed		0.01	-
iii) 2 - 3 Years			
Due to MSME Undisputed		-	-
Due to Others Undisputed		-	-
iv) More Than 3 Years			
Due to MSME Undisputed		-	-
Due to Others Undisputed		-	-
Total		352.00	203.59
Other Financial Liabilities	20		
Liabilities for expenses		242.64	295.56
Due to directors		2.15	3.14
Total		244.79	298.70
Short Term Provisions	21		
- Gratuity		106.83	22.80
- Leave Benefits		7.87	29.30
Total		114.70	52.10
Other Current Liabilities	22		
Advances from Customers		15.00	0.30
Advance against sale of property		0.00	241.40
Statutory Liabilities		6.17	10.53
Total		21.17	252.23
Other income	23		
Interest from Bank Deposits		29.51	2.78
Interest from Others		0.79	0.12
Dividend from Investments		0.44	0.27
Total		30.74	3.17



Note -24 Statement of Profit or loss for the Year Ended 31st March 2024 from Discontinuing operations

Amount in Lakhs (INR)

Particulars	Note Number	Year ended March 31,2024	Year ended March 31,2023
Discontinuing operations			
Revenue from operations	25	1838.24	2,095.98
Other income	26	119.68	65.90
Total Income		1957.92	2,161.88
Expenses			
Cost of materials consumed	27	1146.45	1,344.30
Changes (Increase) / Decrease in inventories of finished goods, work-in-progress	28	82.41	104.34
Employee benefits expense	29	791.97	837.45
Financial costs	30	44.77	62.82
Depreciation and amortization expense	31	17.73	14.93
Other expenses	32	420.40	320.98
Total Expenses		2503.72	2,684.82
Profit / (Loss) before before tax tax		-545.80	(522.94)

NOTES FORMING PART OF FINANCIAL STATEMENTS YEAR ENDED 31st March 2024

Amount in Lakhs (INR)

Particulars	Note Number	Year ended March 31,2024	Year ended March 31,2023
<u>Revenue from Operations</u>	25		
Sale of Products		1745.79	1,986.30
Other Operating Revenue			
- Export Incentives Received		73.44	77.31
- Sale of Export Licenses		19.01	32.37
Revenue from operations (Gross)		1838.24	2,095.98
<u>Other income</u>	26		
Net gain / (loss) on foreign currency transaction and translation		0.00	35.95
Excess Provision / (Unclaimed Credit) Withdrawn		119.68	3.57
Others		0.01	26.38
Total		119.68	65.90
<u>Cost of materials consumed</u>	27		
Cost of raw materials consumed		1146.45	1,344.30
Total		1146.45	1,344.30
Raw Material Consumption			
Leather		103.99	1,122.72
Others		93.95	221.58
Total		197.94	1344.30
<u>Changes (Increase) / Decrease in inventories of finished goods, work-in-progress</u>	28		
Inventories at the end of the year			
Work in Progress		-	24.77
Finished Goods -Leather Garments		42.61	100.25
Total		42.61	125.02
Inventories at the beginning of the year			
Work in Progress		24.77	25.60
Finished Goods -Leather Garments		100.25	203.76
Total		125.02	229.35

Particulars	Note Number	As at March 31,2024	As at March 31,2023
Changes (Increase) / Decrease in inventories of finished goods, work-in-progress and Stock-in-Trade		82.41	104.34
<u>Employee Benefit Expenses</u>	29		
Salaries and Wages		713.19	689.50
Contribution to provident & Other Funds		38.75	112.82
Staff Welfare expenses		40.02	35.13
		791.97	837.45
<u>Financial Costs</u>	30		
Interest Expense		41.61	49.38
Other Borrowing Costs (Bank Charges)		3.16	13.44
		44.77	62.82
<u>Depreciation and amortisation expenses</u>	31		
Depreciation of tangible assets		17.73	14.93
		17.73	14.93
<u>Other Expenses</u>	32		
Power and Fuel		17.64	24.38
Rent		26.55	49.56
Repairs to Buildings		13.66	1.71
Repairs to Machinery		2.04	3.76
Repairs to Others		11.82	15.01
Insurance		3.47	5.55
Rates & Taxes, excluding taxes on income		75.51	9.28
Remuneration to Auditors *		3.50	3.50
Professional & Consultancy Charges		48.88	32.71
Freight & Forwarding		18.16	29.79
Jobwork Charges		90.74	65.84
Travelling and Conveyance		37.36	30.83
Communication expenses		7.76	7.05
Directors Sitting Fees		8.00	2.45
Business Promotion		5.15	0.88
Watch & Ward		16.95	22.17
Demat and brokerageCharges		0.35	0.01
Foreign excgange fluctuation loss		0.42	-
Miscellaneous		18.44	5.90
Donation		4.06	1.70
Printing & Stationery		9.70	8.88
Bad Advances / Receivables Written off (Net of bad debt and advance writetrn off against provision made earlier)		0.26	0.02
		420.40	320.98



33. Other Notes to the financial statements

a. Fair Value Measurement:

- The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
- The following methods and assumptions were used to estimate the fair values:

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3.

The fair value of security deposits / investments in equity / mutual funds are calculated using effective interest rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

iii. Analysis of fair value measurement

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

During the period under review, level 3 hierarchy is considered for determination of fair value for all the financial assets and liabilities which are measured at fair value.

iv. Financial instruments by category:

The carrying value and fair value of financial instruments by categories is as follows:

INR in Lakhs

Particulars	As at March 31, 2024		As at March 31, 2023	
	Fair Value through P & L	Amortised Cost	Fair Value through P & L	Amortised Cost
Non-Current Assets				
Investments	78.77		17.43	
Other Financial Assets		4.89		11.50
Other Non-Current assets		183.77		183.77
Current Assets				
Inventories		91.39		378.83
Trade Receivables		174.73		25.43
Cash and Cash Equivalents		379.97		521.58
Other Balances with Banks		2153.90		50.12
Loans and Advances		22.48		41.80
Other Financial Assets		182.50		3.25
Tax Assets		57.89		6.32
Other Current Assets		137.97		217.83
Total	78.77	3389.49	17.43	1440.04
Non-Current liabilities				
Borrowings		6.37		0.60
Provisions		0		114.23
Current Liabilities				
Borrowings		4.55		471.17
Trade Payables		352		223.23
Other Financial Liabilities		244.79		298.70
Provisions		114.70		52.10
Other Current Liabilities		21.17		252.23
Total		743.58		1412.26

b. Financial Risk Management:

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board of Directors.

The Company's principal financial liabilities consist of borrowings, trade payables, liabilities for expenses.

Risk Management Framework:

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the finance department under the policies approved by the Board of Directors. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

1. Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, and payables.

The Company manages market risks through finance department, which evaluates and exercises independent control over the entire process of market risk management. The finance department recommends risk management objectives and policies which are approved by Board of Directors. The activities of the department include management of cash resources, ensuring compliance with market risk limits and policies.

Sensitivity analysis: Every 1% appreciation or depreciation of the respective foreign currencies compared to functional currency of the Company would cause the profit before exceptional items in proportion to revenue to increase or decrease respectively by 0.62% (March 31, 2024).

2. Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate due to change in the market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's working capital borrowings with fixed interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant. The impact on entity's profit before tax due to change in the interest rate/ fair value of financial liabilities are as disclosed below:

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	1 % increase	1 % decrease	1 % increase	1 % decrease
Effect of profit before exceptional items and tax expense	0.16%	-0.16%	-0.10%	-0.10%

3. Foreign Currency Risk:

Foreign currency risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate due to the changes in the foreign exchange rates. The company is exposed to the effect of foreign exchange rate fluctuations because of its foreign currency linked revenue, foreign currency denominated expenses. Due to this any volatility in foreign currency exchange rates will have an impact to the Company.

The position of foreign currency exposure to the Company as at the end of the year expressed in lakhs is as follows:

Currency	31 March 2024	31 March 2023
Trade Receivables		
USD	1.29	23.63
Euro	0.60	0.96
Trade Payables		
USD	Nil	Nil



The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rates on foreign currency denominated assets / liabilities. With all other variables held constant, the companies profit before tax is affected through the impact on foreign currency denominated liabilities as follows.

INR in Lakhs

Impact on Profit

	31 March 2024	31 March 2023
Reported profit before tax and Other Comprehensive Income	2920.95	27.32
IND/Foreign Currency increases by 5%	217.11	100.58
Adjusted Profit before tax and Other Comprehensive Income	3138.06	127.90
Reported profit before tax and Other Comprehensive Income	2929.95	27.32
IND/USD decreases by 5%	217.11	100.58
Adjusted Profit before tax and Other Comprehensive Income	2703.84	73.26

4. Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligation as agreed. Customer credit risk is managed by each business unit subject to Company's established policy, procedure and control relating to customer risk management. Further, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectation of recovery, such debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and advances based on historical trend, industry practices and the business environment in which the entity operates. Based on the historical data the provision for loss on receivables is made.

Ageing of Trade Receivables

INR in Lakhs

Particulars	31 March 2024	31 March 2023
0-3 Months	60.2	25.43
3-6 Months	168.71	Nil
6-12 Months	Nil	Nil
Beyond 12 Months	Nil	Nil
Total	174.73	25.43

5. Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position in consultation with the Board of Directors to ensure that the operations of the Company are not affected adversely due to liquidity and is attempting to enhance its sources of funding by increasing cash flow generated from its operations..

The break-up of cash and cash equivalents and deposits is as below:

INR in Lakhs

Particulars	31 March 2024	31 March 2023
Cash on Hand	0.87	0.39
Balances with Banks		
i) In Current Account	379.10	520.79
ii) In Deposits With maturity of less than Three months	Nil	Nil

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments.

Particulars	On Demand	0-180 Days	180-365 days	Total
March 31, 2024				
Borrowings – Current	4.55			4.55
Trade Payables	352			352
Other Financial Liabilities	244.79			244.79
Total	601.34			601.34
March 31, 2023				
Borrowings – Current	471.17	-	-	471.17
Trade Payables	426.82	-	-	426.82
Other Financial Liabilities	298.70	-	-	298.70
Total	1196.69	-	-	1196.69

c. Capital Management:

Capital of the Company, for the purpose of capital management is the total equity, which includes issued equity capital and other equity. Other Equity consists of balance in retained earnings. The primary objective of the Company's capital management is to maximise shareholders value.

d. Contingent Liabilities and Commitments:

Capital commitments (net of advance) Rs. Nil (Rs. Nil)

The erstwhile Board of Industrial and Financial Reconstruction (BIFR) in their order waived payment of fees to Registrar of Companies, Karnataka, Bangalore for increasing the authorised capital. However The Registrar of Companies, Karnataka have not accepted the documents filed by the Company earlier without payment of requisite fees. Hence company could not file documents for changes in the authorised and paid up capital. The Company is taking necessary steps to complete filing of other documents with the statutory authorities relating to amalgamation and restructuring. Fees payable for increase in capital not provided Rs. 98.03 Lakhs.

e. Dues to Micro Small and medium Enterprises

Sl.No.	Particulars	As at 31-03-2024	As at 31-03-2023
a	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	1.79	234.47
b	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
c	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	0.09	11.24
d	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.09	11.24
e	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	2.64	131.07

f. Related Party Transactions:
i. List of Related Parties and Relationships:

Sl. No.	Name of the Related Party	Relationship
1	Mr. Vinod Bhat	Key Managerial Person.
2.	Mr. Vikas Bhat	Key Managerial Person
3.	Mr. E N Veeranna	Key Managerial Person.
4.	Mr. K Vishal Bhat	Relative of Key Managerial Person.
5.	Mrs. Madhura N Bhat	Relative of Key Managerial Person.
6.	Mr. Madana Bhat	Director
7.	Elite Leather International Private Limited	Company in which director is interested
8.	MNS Exports Private Limited	Company in which director is interested
9.	N. P. Properties Private Limited	Company in which director is interested
10.	Thrive Leathers	Firm in which director is interested as partner
11.	R. V. Botanicals Private Limited	Company in which director is interested
12.	M.N Biodiversity Rewilding Project Private Limited	Company in which director is interested



ii. Transactions carried out with related parties referred in one above

Amounts in Lakhs

Sl. No.	Name of the Transaction	March 31, 2024	March 31, 2023
1.	Remuneration to Key Managerial Personnel		
	Mr. Vinod Bhat	Rs. 27.60	Rs. 27.60
	Mr. E N Veeranna	Rs. 19.35	Rs. 19.65
	Mr Vikas Bhat	Rs. 15.00	Rs. 12.00
	Mr Madana Bhat	Rs. 9.00	Rs. 9.00
2.	Sitting Fees to Directors		
	Mr. GP Roy	Rs. 2.00	Rs. 0.15
	Miss. Geetha Santhanagopalan	Rs. 1.00	Rs. 0.15
	Mr Madana Bhat	Rs. 2.00	Rs. 0.65
	Mr. E N Veeranna	Nil	nL
	Mr Vikas Bhat	Rs. 2.00	Rs. 0.50

iii. Balances with related parties

Amounts in lakhs

Sl. No.	Nature of the Transaction	March 31, 2024	March 31, 2023
1.	(Receivable) / Payable to Key Managerial Personnel / Relatives		
	Mr. Vinod Bhat	Nil	(30.85)
	Mr. Vikas Bhat	Nil	(5.54)
	Mr. E N Veeranna	0.08	1.08
	Mr. Madan Bhat	Nil	(1.04)
	Mrs. Madhura N Bhat	3.32	2.04
2.	Elite Leather International Private Limited	Nil	0.11
3.	NP Properties Private Limited	Nil	18.00
4.	Thrive Leathers	(183.76)	(183.76)

g. Provisions

The Company has made provision for leave salary on basis of estimated basis. These being retirement benefits, an obligation to pay these amounts might arise at the time of resignation / superannuation of the employees. There is no reimbursement receivable against these obligations.

Amounts in lakhs

Nature of Obligation	The carrying amount at the beginning of the period	Additional provisions made during the year	Amounts incurred and charged against the provision during the period	Unused amounts reversed during the period	The carrying amount at the end of the period
Leave Salary	29.30	7.87	29.30	-	7.84
Previous year	29.46	29.30	29.46	-	29.30

h. Retirement Benefit Plans

Defined benefit plans

The Company has made a provision for gratuity payable to qualifying employees'. Lump sum payment is made to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary, payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date.

The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at March 31, 2024 :

Rs. in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Asset and Liability (Balance Position)		
Present Value of obligation	119.08	166.42
Fair Value of Plan Assets	12.26	29.39
Surplus / (Deficit)	(106.83)	(137.03)
Effects of asset ceiling	-	-
Net Asset / (Liability)	(106.83)	(137.03)
Expenses recognised during the year		
In Income statement	24.30	29.68
In Other Comprehensive Income	38.25	(6.28)
Total Expenses recognised during the period	62.56	23.40
Changes in Present Value of Obligation		
Present Value of Obligation at the beginning	166.42	163.61
Current Service Cost	14.07	20.42
Interest Expense or Cost	12.43	11.71
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions		-
- change in financial assumptions	2.38	(3.56)
- experience variance (i.e. Actual experience vs assumptions)	34.26	(4.06)
Benefits Paid	110.60	(21.77)
Present Value of Obligation as at the end	119.08	166.43
Bifurcation of Net Liability		
Current Liability / (Assets)	22.59	22.80
Non-Current Liability (Long term)	96.50	143.63
Net Liability	119.08	166.43
Changes in Fair Value of plan assets		
Fair Value of Plan Assets as at the beginning	29.39	35.01
Investment Income	2.19	2.52
Employer's Contribution	49.98	14.98
Benefits paid	(67.83)	(21.77)
Return on plan assets , excluding amount recognised in net interest expense	(1.49)	(1.35)
Fair Value of Plan Assets as at the end	12.26	29.39
Change in the effect of asset ceiling		
Effect of Asset Ceiling at the beginning	-	-
Interest Expense or Cost (to the extent not recognised in net interest expense)	-	-
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Effect of Asset Ceiling at the end	-	-
Expenses recognised in the Income Statement		
Current Service Cost	14.07	20.43
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	10.23	9.25
Expenses Recognised in the Income Statement	24.30	29.68
Other Comprehensive Income		
Actuarial (gains) / losses		
- change in demographic assumptions	0.025	-
- change in financial assumptions	2.38	(3.56)
- experience variance (i.e. Actual experience vs assumptions)	34.26	(4.06)
Return on plan assets, excluding amount recognised in net interest expense	1.49	1.34
Components of defined benefit costs recognised in other comprehensive income	38.25	(6.28)
Major categories of Plan Assets (as percentage of Total Plan Assets)		
Funds managed by Insurer	100%	100%
Total	100%	100%

**a. Actuarial Valuation Method:**

The valuation has been carried out using the Project Unit Credit Method as per Ind AS 19 to determine the Present Value of Defined Benefit Obligations and the related Current Service Cost and, where applicable, Past Service Cost. It should be noted that valuations do not affect the ultimate cost of the plan, only the timing of when the benefit costs are recognised.

b. Benefits Valued

The benefit valued in this Report are summarised below:

Type of Plan	Defined Benefit
Employer's Contribution	100%
Employee's Contribution	Nil
Salary for calculation of gratuity	Last drawn salary
Normal age of retirement	58 years
Vesting period	5 years
Benefit on normal retirement	Same as per the provisions of the Payment of Gratuity Act, 1972 (as amended from time to time).
Benefit on early retirement / termination / resignation / withdrawal	Same as normal retirement benefit based on the service up to the date of exit.
Benefit on death in service	Same as normal retirement benefit and no vesting period condition applies.
Limit	Rs. 20,00,000/-
Gratuity Formula	$15/26 \times \text{Last drawn basic salary} + \text{DA (if any)} \times \text{Number of completed year}$

* In case of employees with age above the retirement age indicated above, the retirement is assumed to happen immediately and valuation is done accordingly.

It should be noted that the actuaries have used and relied on the plan provisions supplied by the Company (as summarised above). The Company is solely responsible for the validity, accuracy and comprehensiveness of this information. If the provisions supplied are not accurate and complete, the valuation results may differ significantly from the results that would be obtained based on accurate and complete information.

c. Description of Regulatory Framework in which Plan operates - The payment of gratuity is required by the Payment of Gratuity Act, 1972.**d. Description of Risk Exposures**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs.

Asset Liability Mismatching or Market Risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

e. Effect of any Amendments, Curtailments and Settlements – Not applicable

ACTUARIAL ASSUMPTIONS
I. Financial Assumptions:

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate (per annum)	7.20%	7.45%
Salary growth rate (per annum)	7.00%	7.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

II. Demographic Assumptions:

The principal demographic assumptions used in the valuation are shown in the table below:

Particulars	As at March 31, 2024	As at March 31, 2023
Mortality rate (% of IALM 12-14)	100%	100%
Normal retirement age	58 Years	58 Years
Attrition / Withdrawal rates, based on age: (per annum)		
Up to 30 years	3.00%	3.00%
31-44 years	3.00%	2.00%
Above 44 years	3.00%	1.00%

Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

III. Effect of Plan on Entity's Future Cash Flows
a. Funding arrangements and Funding Policy:

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b. Expected Contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year - Nil

c. Maturity Profile of Defined Benefit Obligation:

Weighted average duration (based on discounted cash flows)	9 Years	9 Years
Expected cash flows over the next (valued on undiscounted basis):		
1 Year	22.80	18.36
2-5 Years	60.75	48.14
6-10 Years	66.65	75.56
More than 10 Years	215.48	234.44

IV. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
Defined Benefit Obligation (Base)	119.08	166.43



Particulars	As at March 31, 2024		As at March 31, 2023	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	128.44	110.91	181.47	153.39
(% change compared to base due to sensitivity)	7.9%	-6.9%	9%	-7.8%
Salary Growth Rate (- / + 1%)	110.82	128.37	153.23	181.38
(% change compared to base due to sensitivity)	-6.9%	7.8%	-7.9%	9.0%
Attrition Rate (- / + 50% of attrition rates)	119.01	119.12	166.15	166.65
(% change compared to base due to sensitivity)	-0.1%	0.0%	-0.2%	0.1%
Mortality Rate (- / + 10% of mortality rates)	119.07	119.08	166.40	166.44
(% change compared to base due to sensitivity)	0.0%	0.0%	0.0%	0.0%

V. Windup Liability / Discontinuance Liability

Particulars	As at March 31, 2024	As at March 31, 2023	Increase %
Discontinuance Liability	122.54	173.21	-29%
Present value of obligation	119.08	166.42	-28%
Ratio (Present value of obligation / Discontinuance liability)	97%	96%	1%

i. The Company is in the business of manufacture and export of leather garments which in the context of Indian Accounting Standards 108 – “Segment Information” represents single reportable business segment. Accordingly, the revenue, total expenses, net profit as per statement of profit and loss account represents the revenue, total expense, net profit of the reportable segment.

j. Delisting of Shares:

The Shares of the Company which was listed on the National Stock Exchange (NSE) with effect from February 05, 1995, was suspended with effect from August 29, 2001 due to non-compliance of clauses in listing agreement and listing regulations. The shares of the Company has been delisted with effect from September 15, 2017. Consequently,

- The securities of these Companies would cease to be listed and not be available for trading on the platform of the exchange.
- Promoters of the delisted Companies will be required to purchase the shares from the public shareholders as per fair value determined by the independent valuer appointed by the Exchange.
- In terms of Regulation 24 of the Delisting Regulations, the delisted Company, its whole time directors, promoters and group companies shall be debarred from accessing the securities market for a period of 10 years from the date of compulsory delisting.

k. Major components of tax expense/(income):

Particulars	31st March 2024	31st March 2023
Profit before income taxes-		
From continuing operations	3811.74	550.26
From discontinued operations	-545.80	-522.94
Indian statutory income tax rate	29.12% on business income and 23.296% on long term capital gain	29.12% on business income and 23.296% on long term capital gain
Expected income tax expense	760.84	6.36
Tax effects of adjustments to reconcile expected income tax expense to reported income tax expenses	0	0
Income exempt from tax	0	0
Effect of expenses that are not deductible in determining taxable profit	6.56	0
Effect of income exempt from LTCG	-106.42	0
Effect of previously unrecognised and unused tax losses used to reduce tax expense	0	0
Set-off of carried forward tax losses for which no deferred tax assets was recognised	-250.25	-6.36
Effect on deferred tax balances due to the change in income tax rate	0	0
Changes in recognised deductible temporary differences	-35.73	0
Total effect of tax adjustments	-385.84	-6.36
Total income tax expense	375.00	0

ii. Deferred tax (Liability)/Asset: In view of continued operational loss deferred tax assets are not recognised

Particulars	31st March 2024	31st March 2023
Deferred tax (Liability)/Assets on account of :Fixed assets		
Deferred tax (Liability)/Assets on account of :Others		

I. Analytical Ratios :

Ratio	Numerator	Denominator	FY 2023-24	FY 2022-23	Variance %
Current Ratio (in times)	Current Assets	Current Liabilities	4.324	0.85	410.81
Debt-Equity Ratio	Total Debt	Shareholders' Equity	0.01	0.92	-99.65
Debt Service Coverage Ratio	Earnings before Interest & Tax	Debt Service	79.21	(0.47)	-16752.95
Return on Equity Ratio (%)	Net Profits after taxes –Preference Dividend (if any)	Average Shareholder's Equity	171.7	0.07	2353.05
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	26.9	2.96	808.47
Trade Receivables Turnover Ratio (times)	Net Credit Sales	Average Accounts Receivables	22.76	17.57	29.56
Trade Payables Turnover Ratio	Net Credit Purchases	Average Accounts Payables	3.49	1.73	101.79
Net capital Turnover Ratio (%)	Net Sales	Average Working Capital	1.87	(5.45)	134.26
Net Profit Ratio	Net Profit after tax	Net Sales	1.59	0.02	7844.96
Return on Capital Employed (%)	Earning before interest and taxes	Capital Employed	0.97	0.18	437.21
Return on Investment	Income generated from investments	Average Investments	0	0.02	-100

Reasons for variance in ratio compared to previous year : The Company has sold substantial portion of its immovable properties . This has resulted in an exceptional profit of Rs 3811 Lakhs. The funds realised on sale is used for payment of liabilities and investment in term deposits etc . Further ,the Company has decided to discontinue its leather garment manufacturing operations . Due to these reasons there is substantial variations in ratios compared to previous year as detailed above.

**m. Other Statutory Information:**

1. The company have certain immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
2. The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets).
3. The Company has granted the advances in the nature of loans to its promoters, directors, key managerial personnel or other related parties (as defined under Companies Act, 2013), without specifying any terms or period of repayment.

(Amount in Lakh)

	Current Period		Previous Period	
	Amount Outstanding	% of Total	Amount Outstanding	% of Total
Director	Nil	-	37.44	100%
Total Loans and Advances	Nil	-	37.44	

4. The Company does not have any capital work in progress as on the date of balance sheet.
5. The Company does not have any intangibles under development
6. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
7. The Company has availed working capital limits from banks for which current assets are the primary security. However, Company is not required to file monthly /quarterly returns with the bank detailing the details of these current assets.
8. The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
9. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
10. The Company has not filed satisfaction of charges with the Registrar of Companies, beyond the statutory period. The details of the same are as follows:
 - i. As per the settlement approved by the Board of Industrial and Financial Reconstruction (BIFR), Company has paid dues to State Bank of India, Canara Bank for which a charge on assets was created earlier. Further as per the approved scheme, Company / promoters are required to buy back the shares allotted to these banks. Pending completion of the same, Company has not filed satisfaction of charges in respect of these loans.
 - ii. The Company has not filed satisfaction of charges for charge created in favour of Indian Equipment Leasing Limited.
11. The Company has not filed required documents with Ministry of Corporate Affairs for creation of charge relating to term borrowing of Rs 9.96 lakhs availed from a bank during the year under review against hypothecation of vehicles.
12. The number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017, is not applicable to the Company for the year.
13. No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 involving the Company.
14. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
 - i) 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

- ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
15. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
16. The Company does not have any share application money pending allotment.
17. The Company has not issued any preference shares.
18. The Company has not issued any compound financial instruments.
19. There are no regulatory deferral account balances.
20. There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
21. The company is not covered under the class of companies to whom section 135 of the Companies Act, 2013 relating to corporate social responsibility is applicable.
22. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
23. CSR provisions are not applicable to the Company for the 'year under review.
- n. Figures of the previous year are re-grouped wherever necessary in conformity with the presentation of the Current Year. Figures in bracket relate to previous year.

As per our attached report of even date

For and on behalf of the Board

For Ishwar & Gopal
Chartered Accountants,
Firm Registration No: 005350S

Sd/-
K.V. Gopalakrishnayya
Partner
Membership no: 021748

Place : Bangalore,
Dated : 23-08-2024

Sd/-
K. VINOD BHAT
Managing Director
(DIN : 02359812)

Sd/-
K. VIKAS BHAT
Whole-Time-Director
(DIN : 00939715)

Sd/-
E.N. VEERANNA
Whole-Time-Director & CFO
(DIN : 00920219)

Sd/-
SWATI SHEKHAWAT
Company Secretary
ACS No.: 51507



NAMASTE EXPORTS LIMITED

NAMASTE EXPORTS LIMITED

CIN : U85110KA1988PLC008988

Registered Office : No. 63, New Timberyard Layout, Mysore Road, Government Electric Factory, Bangalore - 560 026.
Tel: 91-80-26759525, 26749525 Email: accounts@namasteexports.net Website : www.namasteexports.net

PROXY FORM

I/We _____
of _____
in the district of _____
being a Member(s) of **Namaste Exports Ltd.**, hereby appoint Shri _____
of _____ in the District of _____
failing him Shri _____
of _____ in the district of _____ as my/our proxy to vote for
me/us, on my/our behalf at the THIRTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on
Monday, 11th November 2024 at 10.30 a.m. at Sri Srinivasa Kalyana Mantapa, No. 51, 5th Main Road, Madhwa
Sangha Building, Chamarajpet, Bangalore - 560 018.

Signed this _____ day of _____ 2024.

Regd. Folio No. _____

No. of Shares held _____

1/- Rupee
Revenue
Stamp

Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at
Registered Office of the Company, not less than 48 hours before the meeting. The proxy need not be a member of the company.

NAMASTE EXPORTS LIMITED

CIN : U85110KA1988PLC008988

Registered Office : No. 63, New Timberyard Layout, Mysore Road, Government Electric Factory, Bangalore - 560 026.
Tel: 91-80-26759525, 26749525 Email: accounts@namasteexports.net Website : www.namasteexports.net

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the Member attending (in Block Letters) _____

Full Name of the Joint holder _____

(To be filled in if the first named holder does not attend the meeting).

Name of the Proxy _____

(To be filled in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the THIRTY SIXTH ANNUAL GENERAL MEETING of the Company on
Monday, 11th November 2024 at 10.30 a.m. at Sri Srinivasa Kalyana Mantapa, No. 51, 5th Main Road, Madhwa
Sangha Building, Chamarajpet, Bangalore - 560 018.

Member's / Proxy's Signature (To be signed
at the time of handing over this slip)

Regd. Folio No. _____

No. of Shares held _____

BOOK-POST

If undelivered please return to :
Namaste Exports Limited
Registered Office :
No. 63, New Timbervard Layout,
Mysore Road, Bangalore - 560 026.