



GLOSTER LIMITED™

A NEW DAWN

ANNUAL REPORT 2024-25



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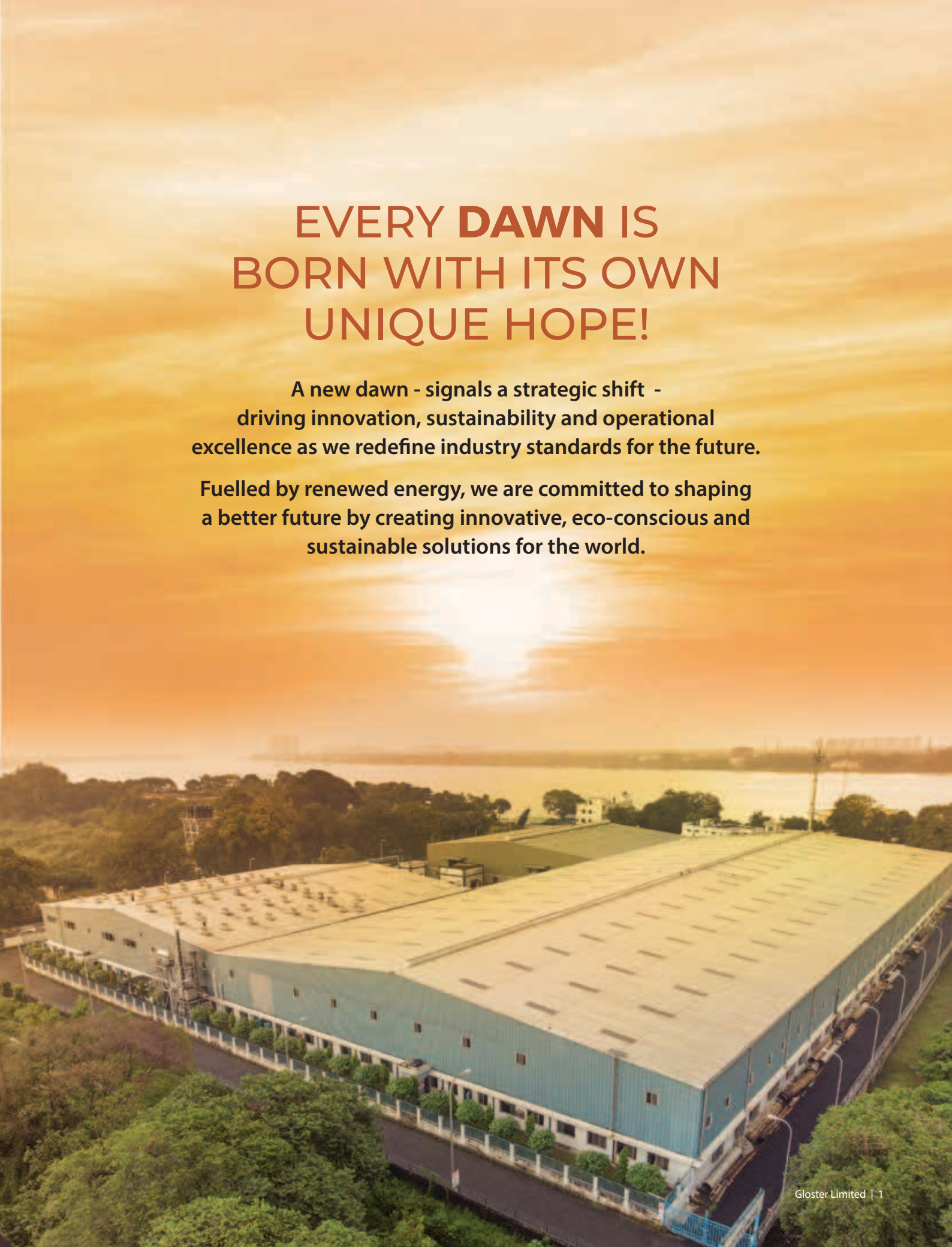
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EVERY **DAWN** IS BORN WITH ITS OWN UNIQUE HOPE!

A new dawn - signals a strategic shift -
driving innovation, sustainability and operational
excellence as we redefine industry standards for the future.

Fuelled by renewed energy, we are committed to shaping
a better future by creating innovative, eco-conscious and
sustainable solutions for the world.



VERSATILE PRODUCT MIX

Gloster manufactures hessian, double warp cloth, sacking cloth, tarpauline cloth, canvas cloth, scrim cloth, Hessian bags, sacking bags, double warp bags, lifestyle products, yarn, geo textiles, soil savers, non woven, jute tape, nursery liners and sheets and other specialty downstream products. Our consolidated jute production capacity is 78,000 MTPA. Therefore, we're a self-sustained and scalable business model that can manufacture in tandem with your specific requirements.



Standard Products

Standard jute offerings encompass yarn, as well as woven jute fabrics and sacks.



Agro-textiles

Our agricultural textiles, accompanied by professional installation guidance, protect plant stems from scaling, conserve soil moisture, suppress weed proliferation, safeguard seeds, and serve as transport bags for saplings.



Geo-textiles

Jute geo-textiles help to avert soil erosion, ensure slope integrity, and enhance load dispersal. They are employed in various civil engineering endeavours such as the building of roads, dams, levees, ports, landfills, drainage networks, and more.



Promotional consumer products

Luxury goods and specialized products are marketed with the aim of fostering recognition of our offerings and cultivating brand loyalty among our clientele.



Waxed tent fabrics

Our waxed tent materials are utilized in campsites, agricultural settings, and shelter homes to provide protection from heat, UV radiation, and rainwater.



Specialty Yarn

Twisted strands of jute and jute mixtures, available as yarns and twines, either dyed or in their natural un-dyed state.



Rot-proof fabrics

Jute materials that are durable and resistant to natural wear and deterioration.



Filter Pads

Jute pads are used for purification of air and water.



Acoustics and thermal insulations

Made of multi-density needle punched jute fibers. Designed for acoustic and thermal insulation, which have been evaluated for compliance with ASTM E1050-10 and ASTM E253-2:1998 standards and specifications, are suitable for use in automobile dashboards and car headliners.



Floor covering and home furnishing

Our jute and jute blend fabrics are used in the creation of upholstery and home decoration items.



Shopping Bag

To meet the growing international need for sustainable shopping carriers, we create jute shopping bags that are practical, eco-conscious, and trendy, catering to consumers across the globe.



Fitness accessories

Include products like yoga mats and fitness ropes.

Thermal insulation products

Encasements with multi-layered thermal insulation sheets designed to enhance the thermal insulation capacity. Manufactured and tested to meet the ASTM C1015-17 specification standards.

We also produce decorative and processed jute materials, blending aesthetics with durability. Furthermore, the Company offers a stylish collection of shopping and fancy bags made from jute / natural fiber blends.

SERVED MARKETS

Companies in the US, Australia, New Zealand, Japan, Canada and major European nations including UK, Netherlands and Germany. Domestic customers also include the Indian government as well as brand-enhancing private downstream companies.



RESEARCH AND DEVELOPMENT

The Company has signed MoU with IJIRA, ICAR-CRIJAF & NINFET for exploring new horizons in environmentally sustainable new product categories and applications.



VISION



Promote the principles of sustainability in our operations and activities

Be committed to our workforce, consumers, suppliers, shareholders and other stakeholders at large



Make our business a part of the society and contribute to the welfare of the larger community

MISSION

Cater to the needs of customers all over the world



Win recognition as a producer of quality jute and allied products

Provide products at a competitive price



With a capable senior management team, a highly experienced Board of Directors and the support of dynamic professionals and a strong mid-level leadership, Gloster's corporate ethos is deeply embedded across all levels — right down to the shopfloor.

Gloster is poised to achieve remarkable milestones, carrying the legacy of the Golden Fibre across the globe through superior products, value-driven innovation, and unwavering service commitment.

Gloster's growth story has been defined by sharp strategic focus, uncompromising quality, enduring core values, and a steadfast commitment to ethics and operational excellence — forming the bedrock of the Company's continued success.

GLOSTER IS COMMITTED TO CREATING SUSTAINABLE VALUE.

These are some of our immediate priority focus areas:

Investing in the long-term growth and development of our business.

Minimising our contribution to climate change with the philosophy of investing for a better tomorrow.

Finding inventive, innovative and advanced solutions that meet our customers' needs.

Focusing on delivering cutting-edge products that deliver exceptional value.

Creating and sustaining meaningful employment, recognising diversity and creating a working environment where opportunities unfold for our people.

Working diligently to ensure the safety and well-being of our employees and contractors.

Engaging in active stewardship of our raw material and other utility ecosystems to maintain biodiversity.

Enhancing the eco-efficiency of our products through resource efficiency and responsible use of materials throughout their life-cycle.

Contributing to the development of people and communities around our operations.



MESSAGE FROM THE CHAIRMAN

Shri Hemant Bangur,
Executive Chairman,
Gloster Limited

Dear fellow shareholders,

It is with great pride and optimism that I address you today, at a pivotal time in our company's journey. Gloster stands at the confluence of rich legacy and exciting transformation — and I'm honoured to share this moment of reflection and forward momentum with all of you.

Over the decades, we have stood as a beacon in the jute industry, earning the trust of global markets by staying true to our core values — quality, sustainability, and innovation. Our success, however, has never been by chance. It has been shaped by generations of commitment, the hard work of our people, and a deep-rooted belief in the future of the Golden Fibre.



Fresh Leadership

With the induction of fresh management talent, we are infusing new energy, contemporary thinking and a renewed sense of purpose into our operations. These young and dynamic leaders join a legacy of strong governance and experienced oversight — a balance that will be key as we script the next phase of growth. It's a step forward, driven by purpose, powered by people, and committed to building a better, more sustainable tomorrow.

The mandate is clear: to uphold our legacy while driving us toward modernization, efficiency, and global competitiveness. With digital tools, data-driven strategies, and a sharp customer focus, I believe we will navigate the evolving market dynamics with agility and purpose.

A Sustainable Vision

We operate in a world that is increasingly demanding environmentally responsible practices — and rightly so. Jute, by its very nature, offers sustainable alternatives to synthetic materials. It is our responsibility, and indeed our opportunity, to champion this fibre as a future-ready solution for global environmental challenges.

From eco-smart packaging to advanced geo-textiles, we are pushing the boundaries. Our R&D and innovation teams continue to explore new applications that add value — both economically and ecologically — to our offerings.

People First, Always

At the heart of everything we do are our people. From the boardroom to the shopfloor, every individual is part of the Gloster story. Our focus remains on creating a safe, inclusive and empowering workplace that nurtures talent and rewards commitment.

We are also expanding our CSR efforts to ensure that our growth is matched by our contribution to the communities around us. Education, health, and livelihood enhancement — especially in rural areas — remain our priorities.

Looking Ahead

As we step into the future, we do so with humility for how far we've come and ambition for what lies ahead. The jute industry is poised for resurgence, and Gloster is ready to lead from the front. By combining tradition with transformation, purpose with profit, and innovation with integrity, we will continue to elevate the Golden Fibre to new heights on the global stage.

In closing, I extend my deepest gratitude to our shareholders, partners, employees, and customers. Your trust, support, and belief in our vision are the pillars on which our future will be built.

Let us move forward — in the renewed era of purpose-driven growth, embracing change, and creating value for all stakeholders.

Thank you.



A NEW DAWN IN EVOLUTION

At Gloster, we believe in seizing every golden opportunity.

Long before the world fully awakened to its potential, Gloster recognised the promise of the Golden Fibre — jute — and the vast possibilities it holds. With foresight and conviction, we committed ourselves to harnessing its full value, ensuring that the benefits of this remarkable natural resource are shared by everyone associated with us.

Strategically located on the banks of the holy Ganges in West Bengal, and spread across a sprawling 175-acre campus, Gloster is engaged in the production of woven and non-woven textiles that meet stringent international standards. Over the years, our deep experience and technical expertise have guided our evolution — from a commodity-focused manufacturing company to a diversified, innovation-driven enterprise producing high-value-added products.

Today, Gloster stands among the leading manufacturers and exporters of value-added, eco-conscious products made from natural and allied fibres. Our reach spans across global markets, with a strong presence in developed nations including the USA, UK, Netherlands, Germany, Australia, Japan, and Spain, among others.

To meet growing global demand and industry shifts, Gloster has modernised and expanded its production facilities. These forward-looking investments reflect our commitment to not just product excellence, but also to improving employee health and safety, conserving energy and enhancing our environmental footprint.



PRODUCTION

49,104 metric tonnes

TOTAL INCOME

₹62,668.27 lakhs

PROFIT FOR THE YEAR

₹43,73.17 lakhs

With a current production capacity of approximately 50,000 metric tons of jute textiles and products annually, Gloster offers an extensive portfolio — from traditional to contemporary — all distinguished by superior quality and finish.

Gloster Nuvo Limited, a Wholly Owned Subsidiary of the Company has set up an integrated state-of-the-art Jute Mill spread over more than 30 acres of land at Bauria, Howrah in West Bengal, at a Capital outlay of about Rs. 300 crores in Phase-I to manufacture Jute and its allied products aggregating to 92 MT per day and has started Commercial Production from 30th March 2024.

Gloster Nuvo has already achieved 65% of its capacity and full capacity utilisation is expected by December 2025.

The Unit is designed incorporating the most environment and worker friendly technology with sustainability at its core. The Unit will produce diverse goods for both domestic and export markets, which is seeing revival in demand of the eco-friendly jute goods.

Guided by vision, rooted in values and driven by innovation, Gloster continues to lead the journey of jute into the future.



A NEW DAWN IN SUSTAINABILITY

**At Gloster, sustainability isn't just a commitment
— it's a core business principle and a way of life.**

We believe sustainable development makes sound business sense and is deeply integrated into our everyday operations. From enhancing resource and process efficiency to developing eco-smart product solutions, we strive to create enduring value — not just for our stakeholders, but for the communities and environment around us.

Since its inception, Gloster has upheld a strong commitment to sustainability. Our business model is built around jute — one of the cleanest, most renewable natural fibres available. Recognising its immense ecological value, we have invested in sustainable farming practices, energy-efficient technologies, and biodegradable product development to minimise our environmental impact.

We also take pride in giving back to the communities that support us. Through our corporate social responsibility programs, we've contributed meaningfully to education, healthcare, and social welfare in the regions where we operate. We believe our growth is inseparable from the well-being of the communities that surround us.

Looking ahead, Gloster remains unwavering in its pursuit of sustainable excellence. We understand that our long-term success is intrinsically linked to the health of the planet and the well-being of our people. With this belief, we continue to move forward — reducing our environmental footprint, strengthening our communities and shaping a greener, more responsible future.

OUR ACCREDITATIONS



Quality Management System
ISO 9001:2015



Occupational Health and Safety
Management System
ISO 45001:2018



GLOBAL ORGANIC TEXTILE
STANDARD



NABL
ISO/ICE 17025:2017



Indian Green Building Council



Indian Jute Industries
Research Association



West Bengal Pollution
Control Board Certificate



Social Accountability Management
System SA 8000:2014 By: SGS



Occupational Health and Safety
'Management System
ISO 45001:2018



Quality Management System
ISO 9001:2015
Environmental Management
System ISO 140001:2015



STANDARD
100



Organic Jute Agricultural
Production Certificate by IMO
Control Private Limited,
Bangalore



CDP 'C' rating in
Climate Programme



ECOVADIS GOLD rating



A NEW DAWN IN COMMITMENT

At Gloster, commitment is our philosophy.

As Gloster marks more than 150 years of excellence in the jute industry, we stand proud of our legacy — built on the pillars of quality, sustainability and innovation. This milestone is not just a celebration of the past, but a reaffirmation of our enduring commitment to lead with purpose in an ever-evolving world.

The jute industry is transforming, and so are we. At Gloster, we are steadfast in our resolve to stay ahead of change. Our investments in research and development continue to unlock new applications for jute and expand our product portfolio to meet the changing needs of customers around the globe. We remain deeply committed to environmental stewardship and social responsibility — constantly working to reduce our ecological footprint and uplift the communities where we operate.

Looking to the future, we see opportunity — not just to grow, but to lead. The next 150 years hold immense promise. As we embrace new technologies, explore sustainable materials, and diversify our offerings, our unwavering commitment to excellence will remain our North Star.

We are deeply grateful to our customers, employees, partners, and all our stakeholders for their continued trust and support. You have been integral to our journey, and together, we will continue to push boundaries and pioneer a greener, brighter future.

While we are proud of our accomplishments, we believe our greatest achievements lie ahead.

CORPORATE INFORMATION

Board of Directors:

Hemant Bangur - Executive Chairman
D.C. Baheti - Managing Director (up to 13th September 2024)
Rajappa Shivalingappa - CEO & Whole-time Director
(w.e.f. 1st May 2025)
S.N. Bhattacharya - Independent Director
Prabir Ray - Independent Director
Ishani Ray - Independent Woman Director
Rohit Bihani - Independent Director
Yogendra Singh - Non Executive Non Independent Director

Chief Financial Officer:

Ajay Kumar Agarwal

Company Secretary:

Ayan Datta

Bankers:

State Bank of India
Yes Bank Ltd.
Bank of Baroda
HDFC Bank
ICICI Bank Ltd.

Auditors:

Price Waterhouse & Co. Chartered Accountants LLP
Kolkata

Registrar & Share Transfer Agents:

Maheshwari Datamatics Pvt. Ltd.
23, R.N. Mukherjee Road, 5th Floor
Kolkata – 700 001, West Bengal, India
Phone : +91 33 2248 2248; 2243 5029
Fax : +91 33 2248 4787
E-mail : mdpldc@yahoo.com

Registered Office:

21, Strand Road
Kolkata – 700 001, West Bengal, India
Corporate Identity No: L17100WB1923PLC004628
Phone : +91 33 2230 9601 (4 lines)
Fax : +91 2210 6167, 2231 4222
E-mail : info@glosterjute.com
Website : www.glosterjute.com

Mills:

P.O. Fort Gloster
Bauria, Howrah – 711 310
West Bengal, India
Phone : +91 33 2661 8327 / 8271
Fax : +91 33 2661 8940



GLOSTER LIMITED

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the 103rd Annual General Meeting of the Members of Gloster Limited will be held on Friday the 8th August, 2025 at 11.00 A.M through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, and the Reports of Directors and the Statutory Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, and the Reports of the Statutory Auditors thereon.
3. To declare Final Dividend on Equity Shares for the financial year 2024-25. The Board recommends a dividend of 200% i.e., Rs. 20/- per equity share of face value of Rs. 10/- each for the financial year ended 31st March 2025.
4. To appoint a Director in place of Shri Yogendra Singh (DIN: 10229584) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolution:

5. Appointment of Secretarial Auditors

"RESOLVED THAT pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. MKB & Associates (Firm Registration No. P2010WB042700) Company Secretaries, be and is hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit for a term of 5 (five) years from Financial Year 2025-26 to 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any of the Director and/ or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Ratification of Remuneration of Cost Auditors

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act, 2013 read with rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company

hereby ratifies the payment of remuneration of Rs. 90,000/- plus applicable taxes to M/s. D. Radhakrishnan & Company, Cost Accountants, for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the financial year 2025-26."

Registered Office:

21, Strand Road
Kolkata – 700 001
Dated: 29th May 2025

By Order of the Board

Ayan Datta
Company Secretary
Membership No. – ACS43557

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and latest being General Circular No. 09/2024 dated Sep 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/ PoD-2 PCIR/2024/133 dated Oct 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 103rd AGM of the members will be held through VC/ OAVM from its Registered Office, i.e, 21, Strand Road, Kolkata - 700001 which shall be deemed to be venue of the meeting. Hence, members can attend and participate in the AGM through VC/OAVM only.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, the AGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including road map are not annexed to this Notice.
3. Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. Shareholders other than individuals / HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the

Scrutinizer by email through its registered email address to scrutiniser@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Item no. 5 and 6 are annexed hereto.
6. In case of joint holders, 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 electronically during the AGM.
7. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 2nd August 2025 to 8th August 2025 (both days inclusive) for the purpose of Annual General Meeting.
8. The Record date fixed for the purpose of determining entitlement of the members to Dividend is 4th July 2025.
9. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) 2015, all Companies mandatorily have to use Bank Account details furnished by the Depositories for depositing dividend. Dividend will be credited to the Members' Bank Account through NACH where complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrant will be dispatched to the members with Bank details printed thereon as per details available with the Company.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members

Those shareholders whose email ID(s) are not registered can get their Email ID registered as follows:

- Members holding shares in demat forms can get their email ID registered by contacting their respective Depository Participants
- Members holding shares in the physical form can get their e-mail registered by providing the same to Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited by visiting the link <http://mdpl.in/form> or by filling up the form available on the website of the Company i.e. www.glosterjute.com and sending it to cs@glosterjute.com.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are

maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and all other documents referred to in this Notice will remain available for inspection through electronic mode during the AGM and Members can inspect the same by sending an email to the Company at cs@glosterjute.com.
13. Unpaid or unclaimed dividend have been transferred for the years prior to and including the financial year 2016-17, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Unclaimed dividend in respect of Financial Year 2017-18 is due for transfer to the Investor Education & Protection Fund (IEPF), in the financial year 2025-26. It may be noted that once the unpaid / unclaimed dividend is transferred to IEPF no claim shall lie against the Company in respect of such amount by the Member.

Pursuant to the provisions of Investor Education & Protection Fund Rules, 2012, (uploading of information regarding unpaid and unclaimed amounts lying with Companies) the Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 9th August 2024 (date of last AGM) on the website of the Company and also on the website of the Ministry of Corporate Affairs. Members of the Company who have not yet encashed their dividend warrant(s) for the financial year ended 31.03.2018 and onwards as applicable, are requested to contact the Company forthwith

14. Pursuant to the enforcement of the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "Rules"), the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the Investor Education and Protection Fund (IEPF) Demat Account established by the Central Government. In case no claim is received from the shareholders, the Company will transfer the shares in favour of IEPF authority in the prescribed manner. However, once transferred, the shareholders can still claim the shares from IEPF authority by filing Form No. IEPF-5 in the prescribed manner as available on www.iepf.gov.in.
15. Members who have neither received nor encashed their dividend warrant(s) so far, are requested to write to the Company, mentioning the relevant Folio Number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).



16. Disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard 2 on General Meeting regarding the Director seeking appointment/re-appointment at the meeting is annexed.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.glosterjute.com and website of the Stock Exchanges i.e. NSE at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.
18. As the Annual General meeting of the Company is held through VC/OAVM, we therefore request the members to submit queries relating to the business specified in the Notice of AGM at least 7 (seven) days before the date of the meeting at cs@glosterjute.com so as to enable the management to keep the information ready at the AGM.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar & Share Transfer Agents.
20. Shareholders holding shares in identical order of names in more than one Folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 enclosing their share certificates to enable the company to consolidate their holdings in one single Folio.
21. SEBI vide its Circular dated 16th March, 2023 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company.

SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature

Further, relevant FAQs published by SEBI on its website can be viewed at the following link :https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

22. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
23. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
24. Pursuant to the Income Tax Act 1961, as amended, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April, 2020. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company. A Communication providing information and detailed instructions with respect to tax on Dividend is being sent separately to the members.

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

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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.glosterjute.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE and BSE Limited at www.nseindia.com and www.bseindia.com respectively. 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.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and General Circular no. 02/2022 dated 05.05.2022, and after due examination, vide General Circular No. 09/2024 dated Sep 19, 2024, it has been decided to allow companies whose AGMs become due in the year 2025 to conduct their AGMs on or before, 30.09.2025 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on Tuesday, 5th August 2025 at 9:00 a.m. and ends on Thursday, 7th August 2025 at 5:00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 1st August 2025 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.

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

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



GLOSTER LIMITED

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

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

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

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| 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.: 022-4886 7000 and 022-2499 7000 |

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

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

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

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



- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Gloster Limited.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR\POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are mandatorily 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 and to the Company at the email address viz; cs@glosterjute.com, 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 THROUGH VC/OAVM & 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. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@glosterjute.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to

meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@glosterjute.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.
10. 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 through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders- Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5 : Appointment of Secretarial Auditors

In terms of Regulation 24A of SEBI Listing Regulations, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years with the approval of its shareholders in the AGM.

Taking into account eligibility, independence, experience, competency of the audit team, efficiency in conduct of audit, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 29th May 2025, appointed M/s. MKB & Associates, a firm of Practising Company Secretaries as the Secretarial Auditor of the Company for conducting Secretarial Audit for a term of 5 (five) years from Financial Year 2025-26 to 2029-30.

M/s. MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries, based out of Kolkata, and having its presence all over India. Within a very short span of time, the firm has transcended higher realms of success and is today, one of the leading firms of Company Secretaries in the country. As per CimpfyFive's Third Secretarial Auditor Report, 2017 M/s. MKB & Associates is rated as the top Secretarial Audit firm of Eastern Region. The firm currently has three partners and several associates, and is spearheaded by Mr. Manoj Kumar Banthia, the Managing Partner. He has experience of practising in the field of corporate laws and allied laws for over 27 years.

The Company has received consent cum eligibility certificate from M/s. MKB & Associates, confirming that the appointment, if made, would be within the limits prescribed by Institute of Company Secretaries of India (ICSI) for maximum number of Secretarial Audits and that they are not disqualified to be appointed as the Secretarial Auditor in terms of the provisions of Regulation 24A of SEBI Listing Regulations. M/s. MKB & Associates has also provided confirmation that they have subjected themselves to the peer review process of the ICSI and hold a valid certificate issued by the 'Peer Review Board' of the ICSI.

Besides the above services, the Company would also avail various other eligible services from the auditor as are approved by the Board from time to time.

**Following are the details as required under Regulation 36(5) of the SEBI Listing Regulations:**

| | | |
|---|---|---|
| 1 | Proposed fees payable to the Secretarial Auditor | Rs. 75,000/- (Rupees Seventy Five Thousand Only) for FY 2025-26 exclusive of applicable taxes and reimbursement of out-of-pocket expense on actual basis but excluding other services. Increment, if any, for subsequent years, will be considered by the Board in consultation with the Secretarial Auditor. |
| 2 | Term | Five Financial years, from 2025-26 to 2029-30 |
| 3 | In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change | Not applicable |
| 4 | Basis of recommendation for appointment | Based on eligibility, independence, experience, competency of the audit team, efficiency in conduct of audit, the Board is of opinion that M/s. MKB & Associates holds an extensive professional knowledge and experience in the area of compliance, corporate governance, accounts, finance, audit and the competence of their audit team and has also been associated with the company from past several years. The firm has demonstrated efficiency in conducting audits and careful review of documentation. In view of such factors and the Audit Committee's recommendation, the Board recommend their appointment. |

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

Your Directors recommend the said resolution as set out in Item no. 5 of the notice for your approval

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. Radhakrishnan & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2026 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

Your Directors recommend the said resolution as set out in Item no. 6 of the notice for your approval.

Additional Information on Director recommended for appointment/ re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meeting

| | |
|--|---|
| Name | Sri Yogendra Singh |
| DIN | 10229584 |
| Date of Birth | 29.07.1963 |
| Age | 62 |
| Nationality | Indian |
| Qualifications | B.Sc |
| Nature of expertise in specific functional areas | Sri Yogendra Singh represents Life Insurance Corporation of India (LIC) on the Board of the Company. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as a Director. |
| In case of Independent Directors, skills, and capabilities required for the role which the Director meets | NA |
| In case of Independent Directors, justification for choosing the appointee | NA |
| Terms and conditions of appointment/ reappointment | Shri Yogendra Singh, Non-Executive Non-Independent Director of the Company, retiring by rotation and being eligible offers himself for re-appointment. |
| Remuneration last drawn | Sitting fees Rs. 1,20,000/- |
| Details of Remuneration proposed to be paid | Sitting fees and for attending Board and committee meetings, Commission (to be paid to LIC) as may be recommended by the Nomination & Remuneration Committee and approved by the Board. |
| Date of First Appointment on the Board | 21.07.2023 |
| No. of Board Meetings attended during the year 2024-25 | 4 out of 5 |
| Relationship with other Directors & Key Managerial Personnel | None |
| Names of entities in which the person also holds directorship | None |
| Chairman/Member of Committees of the Board of other Companies of which he is a Director | None |
| Listed entities from which the Director has resigned in the past three years | None |
| No. of Shares held in the Company | NIL |

Note : Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 membership/chairmanship of only two Committees viz. Audit Committee and Stakeholder's Relationship Committee are to be considered.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors take pleasure in presenting the 103rd Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March 2025.

FINANCIAL RESULTS

The highlights of the financial results of the Company for the year ended 31st March, 2025 are as under:

(₹ lakhs)

| Particulars | Standalone | | Consolidated | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | Year Ended 31.3.2025 | Year Ended 31.3.2024 | Year Ended 31.3.2025 | Year Ended 31.3.2024 |
| Revenue from operations | 62,668.27 | 64,655.47 | 73,478.46 | 64,640.15 |
| Other Income | 4,652.91 | 2,281.65 | 2,614.09 | 1,380.13 |
| Total Income | 67,321.18 | 66,937.12 | 76,092.55 | 66,020.28 |
| Profit before Tax | 5,691.68 | 6,025.23 | (121.28) | 3,781.42 |
| Tax Expense | 1,318.51 | 1,617.45 | 1,213.42 | 1,346.25 |
| Profit for the year | 4,373.17 | 4,407.78 | (1,334.70) | 2,435.17 |
| Other Comprehensive Income, net of tax | 818.92 | 2,857.87 | 851.13 | 2,873.14 |
| Total Comprehensive Income | 5,192.09 | 7,265.65 | (483.57) | 5,308.31 |

DIVIDEND AND RESERVES

Your Directors are pleased to recommend for your approval a dividend of 200% i.e. Rs. 20/- per equity share on 1,09,43,260 nos. of Equity Shares of Rs. 10/- each for the financial year ended 31st March 2025, payable to those shareholders whose names appear in the Register of Members as on the Record date, i.e 4th July 2025.

The Board of Directors of your company has declared / recommended a total Dividend amounting to Rs. 2188.65 lakhs for the financial year under review in accordance with the Dividend Distribution policy.

The Dividend Distribution Policy as adopted and formulated by the Board in terms of Regulation 43A of the Listing Regulations is available on the Company's website and can be accessed at the link: <https://www.glosterjute.com/assets/pdf/policy/1704971252.pdf>.

During the year under review, a sum of Rs. 2000 lakhs was transferred to the General Reserves.

OPERATIONS & STATE OF COMPANY'S AFFAIRS

A. The production during the year under review has been 49,104 MT in comparison to 49,399 MT in the previous year. Sales and turnover for the year under review stood at 49,275 MT & 620.44 crores as against 48,995 MT & Rs. 640.62 crores respectively in the previous year. For the year under review, net profit of the Company stood at Rs. 43.73 crores as against Rs. 44.08 crores in the previous year.

Exports of the Company for the year under review stood at Rs. 184.60 crores as against Rs. 155.90 crores in the year previous year.

B. Raw Jute crop in the current year was adequate resulting in availability of fibre at reasonable price. In the ensuing season, Raw Jute crop is estimated to be significantly lower due to lower area under cultivation as prices in the last season were not remunerative for farmers. Significant areas of farmland have switched to cultivation of maize which is used for production of ethanol. The carry-over of the stock in the upcoming season is low. Hence, the prices of raw jute will remain strong with prices touching uncharted territory.

During the current year, exports have seen further de-growth largely due to continued impact of Russia-Ukraine war and thereafter Israel-Palestine war affecting the entire European market and also other export markets. The demand from Government during the financial year has been lower. The Company is continuously exploring newer export market for its products.

SHARE CAPITAL

The paid-up equity share capital of the Company is Rs. 10,94,32,600 consisting of 1,09,43,260 shares of Rs. 10/- each as on March 31, 2025. There was no change in share capital of the company during the year under review.

During the financial year under review, the Company has not granted any stock options or sweat equity. As on 31st March 2025, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

DELISTING OF THE COMPANY'S SHARES FROM THE CALCUTTA STOCK EXCHANGE LIMITED

During the year, the company sought voluntary delisting of its

equity shares from Calcutta Stock Exchange Limited (CSE) and the company shares were delisted from CSE w.e.f. 29th January 2025.

The Company equity shares continue to be listed at NSE and BSE.

CREDIT RATING

Various bank facilities of the Company are rated by Acuité Ratings & Research Limited based on Basel II norms followed by the banks under the guidelines of Reserve Bank of India.

All existing & proposed bank facilities have been reviewed and reaffirmed by Acuité Ratings & Research Limited, and rating for long-term bank facilities is "ACUITE AA-, Negative" and for short-term bank facilities is "ACUITE A1+".

CHANGE IN NATURE OF BUSINESS, IF ANY

During the financial year, there was no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SUBSIDIARY COMPANIES / ASSOCIATES / JOINT VENTURES

The Company has 5 (five) wholly owned subsidiaries namely Fort Gloster Industries Limited, Gloster Nuvo Limited, Network Industries Limited, Gloster Lifestyle Limited and Gloster Specialities Limited.

None of the companies have ceased to be subsidiary during the year under review. Fort Gloster Industries Limited continues to be a Material Subsidiary of the Company.

As per the Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, Gloster Nuvo Limited has become a material subsidiary of the company.

A Policy has been formulated for determining the Material Subsidiaries of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The said Policy has been posted on the Company's website at the weblink <https://www.glosterjute.com/policies>.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, and IND AS 110 Consolidated Financial Statements presented by the Company include the financial statement of its subsidiaries.

Further, a separate statement containing the salient features of the financial statements of subsidiaries of the Company in the prescribed Form AOC 1 is attached with this Report.

The Company does not have any joint venture / associate companies.

AMALGAMATION

The Board of Directors at its meeting held on 30th May 2024 approved Amalgamation and on 13th November, 2024, approved the Scheme of Amalgamation of Gloster Lifestyle Limited and

Gloster Specialities Limited ("Transferor Companies") both wholly owned subsidiaries of the Company with Gloster Limited ("Transferee Company"), subject to necessary approvals.

PERFORMANCE OF SUBSIDIARY COMPANIES

Fort Gloster Industries Limited

The Total Income of the Company stood at Rs. 9,450.88 lakhs (Previous Year Rs. 124.48 lakhs). Loss for the year stood at Rs. 3,583.51 lakhs (Previous Year loss Rs. 936.62 lakhs) and Total Comprehensive income stood at Rs. (3,589.62) lakhs [Previous year Rs. (930.60) lakhs].

Gloster Nuvo Limited

The Total Income of the Company stood at Rs. 5,389.99 lakhs (previous year Rs. 86.86 lakhs), Loss for the year stood at Rs. 1695.95 lakhs (previous year loss Rs. 116.12 lakhs) and Total Comprehensive income stood at Rs. (1696.02) lakhs [previous year Rs. (116.19) lakhs].

Network Industries Limited

The Total Income of the Company stood at Rs. 222.26 lakhs (Previous Year Rs. 207.01 lakhs), Profit for the year stood at Rs. 325.21 lakhs (Previous year loss of Rs. 185.09 lakhs).

Gloster Lifestyle Limited

The Total Income of the Company stood at Rs. 58.83 lakhs (Previous Year Rs. 63.27 lakhs). Profit after tax for the year stood at Rs. 42.97 Lakhs (Previous Year Rs. 46.48 lakhs) and Total Comprehensive Income stood at Rs. 62.17 lakhs (Previous Year Rs. 51.14 lakhs).

Gloster Specialities Limited

The Total Income of the Company stood at Rs. 58.45 lakhs (Previous Year Rs. 56.37 lakhs). Profit after tax for the year stood at Rs. 37.54 lakhs (Previous Year Rs. 40.40 lakhs) and Total Comprehensive income stood at Rs. 56.73 lakhs (Previous Year Rs. 45.06 lakhs).

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the year ended 31st March 2025 are prepared in compliance with the applicable provisions of the act including the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements forms part of the Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report, for the year under review is attached as Annexure – I forming part of the Annual Report

CORPORATE GOVERNANCE

The Company practices principles of good corporate governance and lays strong emphasis on transparency, accountability and integrity. As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed report on Corporate Governance and a certificate from the practicing Company Secretary, confirming compliance with the requirements of the Corporate Governance is separately attached and forms part of this Annual Report.



NUMBER OF BOARD MEETINGS

During the financial year under review, 5 (five) Board Meetings were held on 30th May 2024, 9th August 2024, 13th September 2024, 13th November 2024 and 7th February 2025 respectively. The maximum time interval between any two meetings was within the maximum time allowed pursuant to the Companies Act, 2013 and SEBI Regulations.

The details of and number of meetings attended by Directors forms part of the Corporate Governance Report.

MEETINGS OF INDEPENDENT DIRECTORS

During the financial year 2024-25, the Independent Directors met separately on 7th February, 2025, and inter-alia discussed the following:

- Evaluation of performance of Non- Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Executive Chairman and Managing Director of the Company, taking into account the views of Executive and Non-Executive Directors.
- Evaluation of the quality, contents and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the parameters suggested by the Nomination and Remuneration Committee, the Board of Directors have carried out an annual evaluation for the financial year 2024-2025, of its own performance, of the directors individually along with that of its various committees and details of such evaluation has been mentioned in the Corporate Governance Report.

The Board of Directors expressed their satisfaction with the evaluation process.

COMMITTEES OF THE BOARD

The Board of Directors of your company has constituted the following Committees:

Audit Committee

The composition, terms of reference and other details of the Audit Committee have been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The composition, terms of reference and other details of the Nomination and Remuneration committee have been furnished in the Corporate Governance Report forming part of this Annual Report.

Stakeholders Relationship Committee

The composition, terms of reference and other details of the Stakeholder Relationship committee have been furnished in the Corporate Governance Report forming part of this Annual Report.

Corporate Social Responsibility Committee

The composition and other details of the Corporate Social Responsibility Committee have been furnished in the Corporate Governance Report forming part of this Annual Report.

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

Shri Dharam Chand Baheti (DIN: 00040953) Whole-time Director designated as Managing Director, resigned with effect from end of business hours of 13th September 2024.

As on date of this report, the Company has the following Key Managerial Personnel:

- Shri Hemant Bangur- Executive Chairman (Managing Director)
- Shri Rajappa Shivalingappa- CEO & Whole-time Director
- Shri Ajay Kumar Agarwal- Group Chief Financial Officer
- Shri Ayan Datta- Company Secretary

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Company's Articles of Association, Shri Yogendra Singh (DIN: 10229584) retires by rotation at the forthcoming Annual General Meeting and, being eligible, offer himself for re-appointment.

The Board recommends re-appointment of Shri Yogendra Singh (DIN: 10229584) for the consideration of the Members of the Company at the forthcoming AGM. The relevant details including profile of Shri Yogendra Singh are included separately in the Notice of AGM forming part of this Annual Report.

The Board at its meeting held on 30th April 2025, based on recommended of the Nomination & Remuneration Committee, appointed Shri Rajappa Shivalingappa (DIN: 02971967 as Additional Director and further designated him as CEO & Whole-time Director for a term of 5 (Five) years w.e.f. 1st May 2025.

On recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 29th May 2025, have re-appointed Shri Rohit Bihani (DIN: 00179927) and Ms. Ishani Ray (DIN: 08800793) as Independent Directors for a second term of 5(five) consecutive years to hold office from 21st July 2025 up to 20th July 2030 subject to approval of the shareholders in a general meeting.

The aforesaid appointment/re-appointments are subject to approval of shareholders in general meeting. The Company is seeking shareholders' approval through postal ballot for the same.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been noted by the Board of Directors. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also Code of Conduct for Directors and senior management personnel.

A Formal Letter setting out the terms and conditions of appointment has been issued to all the Independent Directors as per the provisions of Companies Act, 2013 and the Listing Regulation. The same has been hosted on the Company's website and can be accessed at <https://www.glosterjute.com/independentdirectors>.

None of the Directors of the Company are disqualified for being continuing as Directors, as specified in section 164(2) of the Companies Act, 2013 and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules 2014. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Company has also received from Independent Directors declaration of compliance of Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the "Indian Institute of Corporate Affairs" at Manesar for inclusion of name in the data bank of Independent Directors.

With regard to integrity, expertise and experience (including proficiency) of the Independent Director appointed/re-appointed, the Board of Directors are of the opinion that all the Independent Directors meet the necessary criteria for continuing as Independent Directors of the Company.

APPOINTMENT OF INDEPENDENT WOMAN DIRECTOR IN FORT GLOSTER INDUSTRIES LIMITED

During the financial year ended on 31st March 2025, Ms. Ishani Ray, Independent Director from the Board of the Company, has been appointed as an Independent Woman Director on the Board of Fort Gloster Industries Limited.

NOMINATION & REMUNERATION POLICY

The Nomination and Remuneration Committee has formulated a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Managerial Personnel. The philosophy for remuneration is based on the commitment of fostering a culture of leadership with trust. The remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee has also formulated the criteria for determining qualifications, positive attributes, and independence of Directors which has been embedded in the Nomination and Remuneration policy. The Board has adopted the Board Diversity Policy which sets out the approach to the diversity of the Board of Directors. The said policy is hosted on the website of the company at <https://www.glosterjute.com/policies>.

The salient features of the Nomination & Remuneration Policy is attached as **Annexure-II** and forms part of this report. The said Policy has been posted on the Company's website at <https://www.glosterjute.com/policies>.

FAMILIARIZATION PROGRAMME

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. Periodical Board Meeting, generally once a year, is held at the Mill, preceded by visit of various processes, operations and general tour of the Mill by the Directors. On an ongoing basis as part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries' businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of familiarization programme have been posted on the website of the Company and can be accessed at <https://www.glosterjute.com/news-and-events>.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism / Whistle Blower Policy and has established the necessary mechanism, for employees to report concerns about unethical behavior or suspected fraud in violation of Company's Code of Conduct or any other point of concern. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The policy has been uploaded in the website of the Company and can be accessed at <https://www.glosterjute.com/policies>.

RELATED PARTY TRANSACTIONS

The contracts/arrangements/transactions entered into by the Company with the related parties during the financial year under reporting were in ordinary course of business and were negotiated on an arms' length basis.

During the year under review, your company had not entered into any Material Related Party Transactions i.e., transactions exceeding Rupees one thousand crore or ten percent of the annual consolidated turnover as per the last audited financial statements. During the year under review, the Company has not entered into any material significant transaction which may have potential conflict of interest in the company with the Promoters, Directors or Key Managerial Personnel. Accordingly, no transactions are being reported in Form No. AOC - 2 in terms of section 134 (3)(h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules, 2014.

All Related Party Transactions are placed before the Audit Committee for its review and approval. Where required, prior omnibus approval of the Audit Committee is obtained for transactions which are foreseen and repetitive in nature and the corresponding actual transactions become a subject of review at subsequent Audit Committee Meetings.



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The policy on Related Party Transactions has been uploaded on the website of the Company and can be accessed at <https://www.glosterjute.com/policies>.

The details of the transactions with related parties as per Ind AS 24 during the financial year 2024-25 are provided in the accompanying Notes to the financial statements.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, Commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee(s) of the company

As on 31st March 2025, the Committee consisted of 3 (three) Members, comprising:

| Name of the Members | Category |
|-----------------------------|------------------------|
| Sri Rohit Bihani (Chairman) | Independent Director |
| Sri Yogendra Singh | Non-Executive Director |
| Sri Hemant Bangur | Executive Chairman |

The Annual Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in **Annexure III** and forms part of this Report.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has effective internal controls in place which are constantly reviewed. The Company's internal control system is commensurate with its size, scale and operations. Detailed procedures are in place to ensure that all assets are safeguarded and protected against loss.

The Company has appointed M/s JKVS & Co., as the Internal Auditor of the Company for financial year 2024-25. The Internal Audit function gives thrust to test and review controls and systems that are in place. The Audit Committee of the Board also reviews the Internal Audit functions.

The Audit Committee of the Board reviews the Internal Audit Report and corrective actions taken on the findings are also reported to the Audit Committee.

Necessary certification by the Statutory Auditors in relation to Internal Financial Control u/s 143(3) (i) of the Companies Act, 2013 forms part of the Audit Report.

RISK MANAGEMENT

The Company has formulated a risk management policy and has in place a mechanism to inform the Board about risk assessment and minimization procedure. Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns.

The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Company has a Risk Management procedure in place. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a CSR Committee and has simultaneously approved and adopted a CSR policy based on the recommendations of the CSR Committee. The said policy is available on the website of your Company and can be accessed at <https://www.glosterjute.com/policies>.

AUDITORS & AUDITORS' REPORT

M/s Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No.- 304026E/E-300009) Statutory Auditors of the Company were re-appointed as the Statutory Auditors of the Company at the 100th AGM to hold office up to the conclusion of 105th Annual General Meeting of the Company.

The Auditor's Report on the financial statements for the financial year 2024-25 does not contain any qualifications, reservations or adverse remarks.

None of the Auditors of the Company have reported any fraud during the year.

COST AUDITORS

In accordance with Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors have appointed M/s D. Radhakrishnan & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2025-26 at a remuneration of Rs. 90,000/- plus reimbursement of out of pocket expenses at actuals and applicable taxes. The remuneration needs to be ratified by the shareholders at the forthcoming Annual General Meeting and a resolution regarding ratification of remuneration payable to the cost auditor forms part of the notice convening the Annual General Meeting of the Company.

The Company is required to maintain cost records pursuant to an order of the Central Government and accordingly such records and accounts are maintained.

SECRETARIAL AUDITORS

Pursuant to provisions of Section 204 of the Companies Act, 2013, rules made there under, and Regulation 24A of SEBI Listing Regulations, M/s. MKB & Associates, Company Secretaries, (Firm Registration No. P2010WB042700) were the Secretarial Auditor of the Company for the financial year 2024-25.

The Secretarial Audit Report for the financial year ended 31st March 2025 is attached as **Annexure IV** and forms part of this Report. The Secretarial Audit Report does not contain any qualification, adverse remark or disclaimer.

Further, Secretarial Audit Report for the financial year ended 31st March 2025 of Fort Gloster Industries Limited, material unlisted subsidiary of the Company, is appended to this Report as **Annexure – IVA**.

Pursuant to the provisions of Regulation 24A of SEBI Listing Regulations read with SEBI Circulars issued in this regard, the Company has undertaken an audit for the financial year 2024-25 by M/s MKB & Associates, Company Secretaries and the Annual Secretarial Compliance Report has been submitted to the Stock Exchanges within 60 days of the end of the financial year.

Pursuant to the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, the Board of Directors at its meeting held on 29th May 2025, upon the recommendation of the Audit Committee, appointed M/s MKB & Associates, Firm of Company Secretaries in Practice (FRN: P2010WB042700) as Secretarial Auditor for a term of five consecutive years commencing from financial year 2025-26, subject to the approval of the shareholders at the forthcoming AGM of the Company. The Company has received necessary certificates and consents from M/s MKB & Associates to act as the Secretarial Auditor of the Company.

SECRETARIAL STANDARDS

The company has complied with Secretarial Standards relating to General Meetings and Board Meetings as issued by Institute of Company Secretaries of India.

ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) read with section 134(3) (a) of the Companies Act, 2013, the draft copy of the annual return for the F.Y. 2023-24 is uploaded on the website of the Company at web link <https://www.glosterjute.com/annualreturn>.

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

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure V** and forms part of this Report.

PARTICULARS OF EMPLOYEES

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure VI A** and forms part of this Report.

The details of employees who are in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure VI B** and forms part of this Report.

DEPOSITS

Your company has not accepted any deposits as envisaged under Section 73 to 76 of the Companies Act, 2013 read with Companies

(Acceptance of Deposit) Rules, 2014 during the financial year under review.

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS BY COMPANY

Details of Loans granted, Guarantees given and Investments made are covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. The loans have been advanced by the Company for normal business purposes of the borrower.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(3)(c) of the Companies Act, 2013 your Directors confirm that :

- i) In the preparation of Annual Accounts, the applicable Standards have been followed and that there are no material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis;
- v) The Directors have laid down internal financial controls for the Company which are adequate and are operating effectively;
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

A separate section on Business Responsibility & Sustainability Report forms part of this Annual Report as required under Regulation 34(2)(f) of the Listing Regulations as Annexure VII.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.



GLOSTER LIMITED

TRADE RELATIONS

The Board desires to place on record its appreciation for the support and co-operation that the Company has received from suppliers, brokers, customers and others associated with the Company as its enterprise partners. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be Company's endeavour to build and nurture strong links with trade, based on mutuality, respect and co-operation with each other.

DEPOSITORY SYSTEM

The Company's shares are tradable compulsorily in electronic form. In light of the provisions of Regulation 40 of SEBI Regulations, read with SEBI circulars,

Members may please note that the transfer of shares will be in dematerialized form only. In view of the above and to avail advantages offered by the Depository System as well as to avoid frauds, Members holding shares in physical mode are advised to avail the facility of dematerialization from either of the Depositories viz. National Securities Depository Ltd or Central Depository Services (India) Ltd.

As on 31st March 2025, 98.32% of the Company's total paid up capital representing 1,07,59,841 equity shares are in dematerialized form.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace.

The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year, no complaint was lodged with the Internal Complaints Committee during the year under review and no complaint is pending as at the end of the financial year 2024-25.

REMUNERATION RECEIVED BY EXECUTIVE CHAIRMAN / MANAGING DIRECTOR FROM SUBSIDIARY COMPANY

The Subsidiary Companies do not pay any remuneration to the Executive Chairman or the Managing Director of the Company. Accordingly, disclosure under section 197(14) of the Companies Act 2013 is not applicable.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE TILL THE DATE OF THIS REPORT

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year for the company and date of this Report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE 2016(IBC) DURING THE YEAR ALONG WITH THE STATUS AT THE END OF THE YEAR

The Company has not made or received any application under the IBC during the Financial Year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS/FI (S) ALONG WITH REASONS

The Company has not made any one time settlement with the Banks

TRANSFER OF UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting ,Audit ,Transfer and Refund) Rules, 2016 ("IEPF Rules) all unpaid or unclaimed dividends that are required to be transferred by the Company to the Investor Education and Protection Fund established by the Central Government ,after completion of seven years from the date of the declaration of dividend are transferred to IEPF .Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are also transferred to the demat account to the IEPF Authority.

Pursuant to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) as amended, unpaid and/or unclaimed dividend of Rs. 6,62,625 /- pertaining to the financial year ended on 31st March 2017 were transferred during the financial year to the Investor Education and Protection Fund.

Shareholders/claimants whose shares or unclaimed dividend have been transferred to the IEPF may claim those dividends from the IEPF authority by complying with the prescribed procedure and filing the e-form IEPF -5 online with MCA portal.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, solidarity and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, brokers dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry despite increased competition from several existing and new players.

Your Directors take this opportunity to thank all investors, customers, vendors, bankers, regulatory and government authorities and stock exchanges, for their continued support and faith reposed in the Company.

For & on behalf of the Board

Hemant Bangur

Executive Chairman

Place : Kolkata

Dated : 29th May 2025

ANNEXURE-I TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry structure and developments

The compulsory packing norms for food grains and sugar under Jute Packaging Materials (Compulsory use for Packing Commodities) Act, 1987 (JPMA) stands at the 100% & 20% of production of food grains & sugar respectively and the said notification is valid up to 30th June 2025.

b) Opportunities and Threats/Risks & Concerns

Opportunities

- Rising concerns for reducing carbon footprints opens doors for use of more bio degradable & sustainable products made from natural fibers
- Demand for Company's industrial products like Hessian & Sacking and promotional Jute goods like lifestyle products & other made ups in particular have grown over the years and is expected to see further growth

c) Segment-wise or product-wise performance

The Company is engaged in the business of manufacturing Jute goods and is managed organizationally as a single unit. Accordingly, the company has only one business. However, the Company has customers in India as well as outside India and thus segment reporting on the Geographical location of its customers is as below:

(₹ in lakhs)

| Particulars | Within India | | Outside India | | Total | |
|--|--------------|-----------|---------------|-----------|-----------|-----------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Segment revenue by location of customers | 44,208.14 | 49,065.89 | 18,460.13 | 15,589.58 | 62,668.27 | 64,655.47 |

d) Outlook

In the current financial year, prices of Raw Jute were stable with upward bias in comparison to the year 2023-24. Estimate for Raw Jute crop for the upcoming season is not very encouraging as area under cultivation has gone down significantly. The carry over crop in the ensuing season is low. The price of Raw Jute in the ensuing season should be significantly higher with further upward bias.

Demands from Government have been lower during the current financial year. Further, due to sluggishness in the export market, export demand was also down. The domestic demand, however, was strong during the second half of the year. The company is continuously exploring for new market for traditional and diversified jute products.

Further, the management is focused to improve its footprint in newer export market and proactively trying to strengthen its presence.

Your management is continuously putting efforts to improve efficiency and productivity for achieving better performance.

Risk & Concern/ Threat

- Restricting raw jute stock to be maintained by the Jute Mills may adversely affect the production, production mix and cost.
- Lower incentives on exports impacts competitive pricing in export market
- Any further dilution of compulsory Jute Packing Order can adversely affect the market of jute products;
- Stiff competition from Bangladesh jute goods and synthetic packaging materials;
- Unstable global economic outlook due to the wars.
- Ever increasing employee cost may overall result into higher conversion cost
- Sluggish export demand

e) Internal control systems and their adequacy

The Company has adequate internal control system commensurate with the size, scale and complexity of its operations which provides reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency by cost control, preventing revenue leakages and ensuring adequate financial and accounting controls and compliance with various statutory provisions. An independent Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

A summary of Internal Audit observations and Action Taken Reports are placed before the Audit Committee on a periodical basis, for review

f) Discussion on financial performance with respect to operational performance

The following are the significant areas of financial performance:

| Particulars | 2024-25 | 2023-24 | Increase/ (Decrease) |
|-------------------------|-----------|-----------|-------------------------|
| Revenue from operations | 62,668.27 | 64,655.47 | (1,997.20) |
| Raw material cost | 33,295.36 | 32,314.07 | 981.29 |
| Finance costs | 915.60 | 260.15 | 655.45 |
| Profit for the year | 4,373.17 | 4,407.78 | (34.61) |

g) Human Resources & Industrial Relations

The Company is continuing its efforts through training to enhance competence of its manpower to make them more resourceful in their present job and also to prepare them for future roles. The Company has also introduced staff welfare schemes under which benefits are provided to deserving members of staff.

h) Key Financial Ratios

| Sl.No. | Ratio | 31 March 2025 | 31 March 2024 |
|--------|--|---------------|---------------|
| 1 | Current ratio (Times) | 1.73 | 1.97 |
| 2 | Debt-equity ratio (Times) * | 0.11 | 0.06 |
| 3 | Debt service coverage ratio (Times) # | 8.46 | 24.04 |
| 4 | Return on equity ratio (%) | 3.78% | 3.95% |
| 5 | Inventory turnover ratio (Times) | 3.39 | 4.35 |
| 6 | Trade receivables turnover ratio (Times) | 15.18 | 16.39 |
| 7 | Trade payables turnover ratio (Times) | 25.63 | 30.61 |
| 8 | Net capital turnover ratio (Times) | 4.36 | 5.49 |
| 9 | Net profit ratio (%) | 7.05% | 6.88% |
| 10 | Return on capital employed (%) | 5.68% | 5.98% |
| 11 | Return on investment (%) | 4.70% | 4.81% |
| 12 | Interest Coverage Ratio (Times)** | 7.22 | 24.16 |
| 13 | Operating Profit Margin (%) | 9.0% | 11.70% |
| 14 | Return on Net worth (%) | 3.73% | 3.86% |

* The variation at 31 March 2025 compared to 31 March 2024 is primarily due to increase in short term borrowing in current financial year.

The variation are primarily due to decrease in profitability and increase in debt during the year.

** The variation is primarily due to increase in finance cost during the year.

i) Cautionary statement

Statements made in this section of the report are based on assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference include finished goods prices, raw material cost and its availability, change in Government regulations, tax laws, economic developments within the country, currency fluctuation and other factors such as litigation.

ANNEXURE-II TO THE DIRECTORS REPORT

NOMINATION & REMUNERATION POLICY

1. Preamble

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board") Key Managerial Personnel ("KMP") and Senior Managerial Personnel ("SMP"). The expression 'Senior Management Personnel' means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads. In terms of Section 178 of the Companies Act, 2013 this Policy is being framed and formulated for laying down criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of Executives.

2. Aims & Objectives

The aims and objectives of this nomination & remuneration policy ("Policy") may be summarized as follows:

- 2.1 The Policy aims to enable the company to attract, retain and motivate highly qualified members for the Board, KMP and SMP.
- 2.2 The Policy aims to enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.3 The Policy seeks to ensure that the interests of Board members, KMP and SMP are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
- 2.4 The policy will ensure that remuneration to Directors involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. Principles of remuneration

- 3.1 Support for Strategic Objectives: Remuneration and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- 3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 3.3 Internal equity: The Company shall remunerate the Board members, KMP and SMP in terms of their roles within the organisation.
- 3.4 External equity: The Company shall strive to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Reference to external market norms

will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

3.5 Flexibility: Remuneration shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.

3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration.

3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4 Policy for selection and appointment of the Board Members and determining Directors' independence

4.1 Board membership criteria

4.1.1 The Nomination & Remuneration Committee, along with the Board shall review on an annual basis, appropriate skills, characteristics and experience required of the Board Members for the better management of the Company. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the Committee will take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements.

4.1.3 The policy seeks to ensure that Directors should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance.

4.1.4 The Directors must devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

4.1.5 The proposed appointee shall also fulfill the following requirements:

4.1.5.1 Shall not be disqualified under the Companies Act, 2013;

- 4.1.5.2 Shall give his written consent to act as a Director;
- 4.1.5.3 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- 4.1.5.4 Shall abide by the Code of Conduct established by the Company for Directors, KMP and SMP;
- 4.1.5.5 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals.
- 4.1.6 The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.
- 4.1.7 The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2 Selection of Board Members/ extending invitation to a potential director to join the Board

The Nomination & Remuneration Committee will periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Nomination & Remuneration Committee shall also identify suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member.

5 Compensation Structure

5.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company will be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings will be fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors may be paid such commission as the Board may approve from time to time subject to limits prescribed from time to time in the Act or Rules made thereunder.

5.2 Remuneration to Executive Directors, KMPs & SMP:

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), KMP and SMP. Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration for Managing Director / Whole Time Directors (MD/WTDs), is determined by the Board of Directors based on the appointment agreement approved, by the members in the general meeting of the Company and by the Central Government if required.

6 Supplementary provisions

6.1 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant State laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

6.2 The right to interpret this Policy vests in the Board of Directors of the Company.

ANNEXURE-III TO THE DIRECTORS REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company

The Company is conscious of its social responsibilities and acts as a responsible corporate citizen. The Company believes that integrating social, environmental and ethical responsibilities into the governance of businesses ensures their long-term success, competitiveness and sustainability.

The CSR Committee has developed a CSR Policy which lays down basic principles and the general framework of action for the Company to fulfil its CSR obligations in accordance with the framework of the Companies Act, 2013.

2. Composition of CSR Committee:

| Sl No | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|-------|-----------------------------|--------------------------------------|--|--|
| 1 | Shri Rohit Bihani* | Chairman / Independent Director | 1 | 0 |
| 2 | Shri Hemant Bangur | Member / Executive Chairman | 1 | 1 |
| 3 | Shri Yogendra Singh | Member / Non Executive Director | 1 | 1 |
| 4 | Shri Dharam Chand Baheti ** | Member / Managing Director | 1 | 1 |

* Appointed as Chairman w.e.f. 14th September 2024

** Ceased to be a Member w.e.f. end of the business hours of 13th September 2024

3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

- Composition of CSR committee – <https://www.glosterjute.com/assets/pdf/committee/Committee.pdf>
- CSR Policy – <https://www.glosterjute.com/policies>
- CSR projects approved by the board - <https://www.glosterjute.com/policies>

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not applicable

5. a. Average net profit of the company as per section 135(5) – Rs. 84,45,31,228/-

b. Two percent of average net profit of the company as per section 135(5)- Rs. 1,68,90,627/-

c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years – NIL

d. Amount required to be set off for the financial year, if any – Rs. 1,33,79,579/-

e. Total CSR obligation for the financial year [(b)+(c)-(d)] – Rs. 35,11,046/-

6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 2,61,15,447/-

b. Amount spent in Administrative Overheads: NIL

c. Amount spent on Impact Assessment, if applicable: Not Applicable

d. Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 2,61,15,447/-

e. CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|---|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. | | |
| | Amount | Date of Transfer | Name of the fund | Amount | Date of transfer |
| Rs. 2,61,15,447/- | NIL | | | | |

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

| Sl No | Particular | Amount (₹) |
|-------|---|-------------------|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | Rs. 1,68,90,625/- |
| (ii) | Total amount spent for the Financial Year | Rs. 2,61,15,447/- |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | Rs. 92,24,822/- |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | NIL |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | Rs. 92,24,822/- |
| (vi) | Amount of excess spent during last financial year, ie., 2023-24 | Rs. 1,33,79,579/- |
| (vii) | Total amount available for set off in succeeding Financial Years [(v)+(vi)] | Rs. 2,26,04,401/- |

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| Sl. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹) | Amount Spent in the Financial Year (in Rs) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any | | Amount remaining to be spent in succeeding financial years. (in ₹) | Deficiency, if any |
|---------|--------------------------|--|---|--|--|------------------|--|--------------------|
| | | | | | Amount (in Rs) | Date of transfer | | |
| 1 | 2022-23 | NA | NIL | NA | NIL | NA | NIL | NA |
| 2 | 2021-22 | NA | NIL | NA | NIL | NA | NIL | NA |
| 3 | 2020-21 | NA | NIL | NA | NIL | NA | NIL | NA |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No.

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: NA

| | |
|--|---|
| Hemant Bangur Executive Chairman and Member of CSR Committee DIN: 00040903 | Rohit Bihani Independent Director and Chairman of the CSR Committee DIN: 00179927 |
|--|---|

ANNEXURE-IV TO THE DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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

To

The Members,
GLOSTER LIMITED

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

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31st March, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 2013 (as amended) ("the Act") and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:
 - a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities & Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following laws/acts are also, inter alia, applicable to the Company:

- a) The Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987
- b) The Jute Manufactures Cess Act, 1983
- c) The Essential Commodities Act, 1955
- d) The National Jute Board Act, 2008

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

We further report that the company has got itself voluntarily delisted from the Calcutta Stock Exchange Limited with effect from 29th January, 2025.

This report is to be read with our letter of even date which is annexed as **Annexure – 1** which forms an integral part of this report.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Manoj Kumar Banthia
Partner
Membership no. 11470
COP no. 7596

Peer Review Certificate No.: 1663/2022

Date: 29.05.2025
Place: Kolkata
UDIN: A011470G000433716

Annexure – 1

To
The Members,
GLOSTER LIMITED

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Manoj Kumar Banthia
Partner
Membership no. 11470
COP no. 7596

Peer Review Certificate No.: 1663/2022

Date: 29.05.2025
Place: Kolkata
UDIN: A011470G000433716

ANNEXURE-IV A TO THE DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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

To

The Members,
Fort Gloster Industries Limited
21, Strand Road,
Kolkata - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fort Gloster Industries Limited [CIN: U17232WB1890PLC000627] (hereinafter called the Company) for the financial year ended 31st March, 2025 (audit period). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and the representations made by the management, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. Compliance with specific statutory Provisions

We further report that:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period according to the applicable provisions/clauses of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not applicable as the Securities of the Company are not listed on any Stock Exchange).
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (not applicable to the Company)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (not applicable to the company during the audit period as it has neither received FDI, ECB nor invested abroad);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable as the Securities of the Company are not listed on any Stock Exchange:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

(vi) The Company is in the business of manufacturing of different types of cable wire. Apart from fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following Acts laws/ Rules/ Standards/ directives relating to quality/standard of cable wires and restrictions on the use of specific hazardous materials while manufacturing the same, are also applicable to the Company.

- Bureau of Indian Standards (BIS) Act, 2016
- Factories Act, 1918
- The Environment Protection Act, 1986

As per the information furnished and explanations provided by the management, the company has all the systems in place to ensure compliance of the above laws/ directives etc.,

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

We further confirm that compliance of applicable financial laws including Direct & Indirect Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We report that during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. Board processes of the Company:

We further report that:-

- A. The Board of Directors of the Company is duly constituted with one woman director as per the requirement of Section 149 read with Rule 3 of The Companies (Appointment and Qualifications of Directors) Rule 2014. Although the paid up Capital of the Company is more than Rs. 10 crores, yet being a wholly owned subsidiary of a listed company, it is exempted from the provisions of constitution of Board Committees and appointment of independent directors. Appointment/ Reappointment of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- B. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in case of meeting held with shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

3. Compliance mechanism:

We further report that there are adequate systems and processes prevalent in the company, which are commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.,

4. Specific events/actions:

We further report that no major corporate event has occurred during the year which has a bearing on the company's affairs in pursuance of applicable laws, rules, regulations, guidelines, standards etc. except for the following:

- i) The Company has altered the capital clause of Memorandum of Association by increasing the Authorised Share Capital from Rupees One hundred and fifty crores (Rs. 150 Crores) to Rupees Two hundred and seventy five crores (Rs. 275 Crores) by creation of additional 12,50,00,000 (Twelve Crore fifty Lakh) Equity Shares of Rs. 10/- each after obtaining shareholders approval in Extra-ordinary General Meeting held on 13th December 2024.



GLOSTER LIMITED

- ii) The Company has at Extra-ordinary General Meeting held on 13th December 2024, obtained approval of the shareholders by way of special resolution for making investments/ giving loans/ guarantee under section 186 of the Companies Act, 2013 upto a limit of Rs. 200 Crores.
- iii) The Company has issued and allotted 92,500,000 Equity Shares having face value of Rs.10/- at par on preferential allotment basis for consideration other than cash to Gloster Limited, its holding company in lieu of the repayment of outstanding loan after obtaining due approval from the shareholders at the Extraordinary General Meeting held on 31st March 2025.
- iv) The Company has obtained due approval from the shareholders at the Extraordinary General Meeting held on 31st March, 2025 for the following events:
 - (a) To increase the borrowing limits of the company under Section 180 (1)(c) of the Companies Act, 2013 to the extent of Rs. 1000 crores (Rupees One Thousand Crores Only).
 - (b) To create charge under Section 180(1)(a) of the Companies Act, 2013 to the extend of Rs. 1000 crores (Rupees One Thousand Crores Only).
- v) Following changes occurred in the Directors and KMP(s) of the Company:-
 - (a) Mr. Ajay Kumar Todi (DIN: 07054540) and Mr. Dharam Chand Baheti (DIN: 00040953) resigned from Directorship of the Company w.e.f., 17.05.2024 and 13.09.2024 respectively.
 - (b) Mr. Krishna Kumar Poddar ceases to be the Interim CFO and KMP of the Company upon appointment of Mr. Kishor Kanjibhai Makwana as CFO and KMP of the Company w.e.f., 02.12.2024.
 - (c) Mrs. Ishani Ray (DIN: 08800793) was appointed as Additional Woman Director of the Company w.e.f., 03.02.2025.

For MAHESWARI SONI KAPOOR & ASSOCIATES
Company Secretaries

SWEETY KAPOOR
Partner
FCS: 6410, COP: 5738
Firm UIN: P2022WB093600
PRCN: 4019/2023
UDIN: F006410G000470599

Date: 28/05/2025
Place: Kolkata

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

Annexure – A

To
The Members,

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

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

For MAHESWARI SONI KAPOOR & ASSOCIATES
Company Secretaries

SWEETY KAPOOR
Partner
FCS: 6410, COP: 5738
Firm UIN: P2022WB093600
PRCN: 4019/2023
UDIN: F006410G000470599

Date: 28/05/2025
Place: Kolkata

ANNEXURE-V TO THE DIRECTORS REPORT

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014

A. Conservation of Energy

The steps taken towards Conservation of Energy are enumerated below:

- i) Replaced 6 old cooler machines with 1 new energy efficient water chiller machine
- ii) Replaced direct drives with PLC controlled AC variable drive
- iii) Installed energy efficient machines, looms, lights and fans

The steps taken by the Company for utilizing alternate sources of energy:

- i) Using 100% Jute Waste in Boiler as a Fuel.
- ii) Day to day cleaning of the sky light glasses for maximum using of day light.
- iii) Installed overhead conveyor system inside the Process House for utilize the ambient temperature (Hank drying purpose).

The capital investment on energy conservation equipment

Rs. 415.07 lakhs

B. Technology Absorption

Efforts made towards technology absorption

- i) Installation of magnetic breaking system instead of DC injection breaking at S4 loom. as a result, fabric fault (weft missing, GAW) reduced and quality of materials improved and production increased.
- ii) Ran Boiler at high pressure
- iii) Load sharing in transformers for increasing Load Factor
- iv) Fire redundant & heat insulating Rockwool panel sandwich roof sheeting installed at various places

Benefits derived

- i) Fabric Fault (weft missing, GAW) was reduced, quality of materials was improved, and production was increased.
- ii) Reduced power consumption
- iii) Increase in productions
- iv) Consistency in product quality.
- v) Reduced cost of production.
- vi) Increased rate of production.
- vii) Minimized energy wastage.

The Company has not imported any technology during the last three years reckoned from the beginning of the Financial Year 2024-25.

C. Expenditure incurred on Research and Development –Rs.3.81 lakhs

D. Foreign exchange earnings and outgo :

- (i) Foreign exchange earned in terms of actual inflow : Rs.17,701.99 lakhs
- (ii) Foreign exchange outgo in terms of actual outflow: Rs. 5,548.48 lakhs

ANNEXURE-VI A TO THE DIRECTORS REPORT

PARTICULARS OF EMPLOYEES

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :

| Executive Directors | Ratio to median remuneration |
|--|------------------------------|
| Sri Hemant Bangur – Executive Chairman | 174.45 |

| Non-Executive Directors | Ratio to median remuneration |
|-------------------------|------------------------------|
| Sri S.N. Bhattacharya | 4.34 |
| Sri Prabir Ray | 4.34 |
| Smt. Ishani Ray | 4.34 |
| Sri Rohit Bihani | 4.34 |
| Sri Yogendra Singh | 4.34 |

Median salary computation is based on a total employee head count of 3,604 employees out of which approximately 3,306 employees are within collective bargaining process

(b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

| Name | % increase / (decrease) in remuneration in the financial year 2024-25 |
|--|---|
| Sri Hemant Bangur – Executive Chairman | (7.58%) |
| Sri S.N. Bhattacharya | NIL |
| Sri Prabir Ray | NIL |
| Mrs. Ishani Ray | NIL |
| Sri Rohit Bihani | NIL |
| Sri Yogendra Singh | NIL |
| Sri Ajay Kumar Agarwal – CFO | (2.91%) |
| Sri Ayan Datta - CS | 17.65% |

(c) The percentage increase / (decrease) in the median remuneration of employees in the financial year 2024- 2025:5.92%

(d) The number of permanent employees on the rolls of company as on 31st March, 2025 is -3,604

(e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof –

Average percentage increase for other than managerial personnel works to around 5.97%; average percentage increase for managerial personnel works out to around 7.15%; average percentage increase for all employees works out to 6.22%. Percentage increase for different categories / grades are made based on market trends and performance criteria.

(f) Affirmation that the remuneration is as per the remuneration policy of the company

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

ANNEXURE-VI B TO THE DIRECTORS REPORT

Information pursuant to Rule 5(2) of Chapter XIII of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The following persons were employed during the financial year and were in receipt of remuneration for that year which, in the aggregate was not less than Rs. 1.02 crores (Rupees one crore and two lakh) :-

| Name | Designation | Remuneration Received (Rs.) | Nature of employment, whether contractual or otherwise | Qualifications and experience of the employee | Date of commencement of employment | Age (Years) | Last employment held | % of equity shares held | Relationship with any other Director / Manager with name of such Director / Manager |
|---------------------------|--------------------|-----------------------------|--|--|------------------------------------|-------------|---|-------------------------|---|
| Shri Hemant Bangur | Executive Chairman | 2,81,35,000 | Contractual | Post Graduate in International Trade, 25 Years | 01.09.2015 | 53 | Shri Vasuprada Plantations Limited, Executive Vice-Chairman | 6.88% | None |
| Shri Dharam Chand Baheti* | Managing Director | 1,02,24,172 | Contractual | B.Com, 57 years | 01.04.1992 | 77 | Fort Gloster Industries Limited, Works Manager | None | |

*Resigned w.e.f. end of the business hours of 13th September 2024.

Notes:

- (a) All appointment are contractual and terminable by notice on either side.
- (b) Remuneration shown above is subject to tax and comprises of basic salary, allowances & monetary value of perquisites
- (c) Information about qualification and last employment is based on particulars furnished by the concerned employee.

There are no employees in the company who have been employed for a part of the financial year and are in receipt of remuneration for any part of the year which is not less than eight lakh and fifty thousand rupees per month.

ANNEXURE-VII TO THE DIRECTORS REPORT

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

| | | |
|-----|--|---|
| 1. | Corporate Identity Number (CIN) of the Listed Entity | L17100WB1923PLC004628 |
| 2. | Name of the Listed Entity | Gloster Limited |
| 3. | Year of Incorporation | 1923 |
| 4. | Registered office address | 21, Strand Road, Kolkata – 700001 |
| 5. | Corporate address | 21, Strand Road, Kolkata – 700001 |
| 6. | E-mail | ajay@glosterjute.com |
| 7. | Telephone | +91 (33) 2230 9601 (4 lines) |
| 8. | Website | www.glosterjute.com |
| 9. | Financial year for which reporting is being done | 2024-25 |
| 10. | Name of the Stock Exchange(s) where shares are listed | <ul style="list-style-type: none"> BSE Ltd. National Stock Exchange of India Limited. |
| 11. | Paid-up Capital | INR 1,094.33 Lakhs |
| 12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Name: Ajay Kumar Agarwal Telephone: +91 33 22309601 Email: ajay@glosterjute.com |
| 13. | Reporting boundary | Standalone basis |
| 14. | Name of assurance provider | TUV SUD |
| 15. | Type of assurance obtained | Limited assurance |

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

| SI No | Description of Main Activity | Description of Business Activity | % of Turnover of the Entity |
|-------|---|---|-----------------------------|
| 1. | Manufacturing of products of jute, cotton, and allied fibers and their blends | Domestic and export sales of the products | 93.09% |

17. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

| SI No | Product/Service | NIC Code | % of total Turnover contributed |
|-------|-----------------|---------------|---------------------------------|
| 1. | Hessian | 13129 & 13135 | 45.44% |
| 2. | Sacking | 13129 & 13135 | 49.49% |

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National | 2 | 1 | 3 |
| International | 0 | 0 | 0 |



GLOSTER LIMITED

19. Market served by the entity:

a. Number of locations:

| Locations | Number |
|--|--------|
| National (No. of States and UTs including West Bengal) | 18 |
| International (No. of Countries) | 41 |

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The revenue from international business accounts for 29.46% of the company's overall turnover.

c. A brief on types of customers

Gloster Limited is a leading manufacturer and exporter of jute and jute-based products, including industrial and agricultural packaging, as well as woven and non-woven jute geotextiles. The growing global popularity of reusable jute bags, embraced by governments, retailers, and consumers alike, highlights their environmental benefits. Jute has also gained recognition as a fashionable fabric, championed by designers. Our customer base can be broadly categorized as follows:

Government Entities: Government agencies purchase jute products for various initiatives, including public distribution and disaster relief efforts, as well as for environmental conservation purposes.

Suppliers: This group includes exporters, retailers, and manufacturers who buy jute products in bulk for resale or integration into their production processes.

Industrial Consumers: Businesses that use jute as a primary material for manufacturing goods, such as paper, textiles, or construction products.

Export Clients: Global brands like MUJI (via Marubeni), Coop (via Synoking), Siplec, and Lottemart (via J.S. Company) source Indian jute for distribution in international markets.

Non-Profit Organizations: Charitable and non-governmental organizations acquire jute products for their initiatives aimed at poverty alleviation, environmental protection, and supporting communities in need.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|-----------|--------------------------------|-------------|-------------|---------------|-----------|--------------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 327 | 318 | 97.25% | 9 | 2.75% |
| 2. | Other than Permanent (E) | 2 | 2 | 100.00% | 0 | 0.00% |
| 3. | Total employees (D + E) | 329 | 320 | 97.26% | 9 | 2.74% |
| WORKERS | | | | | | |
| 4. | Permanent (F) | 3412 | 3401 | 99.68% | 11 | 0.32% |
| 5. | Other than Permanent (G) | 303 | 303 | 100.00% | 0 | 0.00% |
| 6. | Total workers (F + G) | 3715 | 3704 | 99.70% | 11 | 0.30% |

b. Differently abled Employees and workers

| S. No. | Particulars | Total (A) | Male | | Female | |
|-----------------------------|--------------------------|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 0 | 0 | 0 % | 0 | 0 % |
| 2. | Other than Permanent (E) | 0 | 0 | 0 % | 0 | 0 % |
| 3. | Total employees (D+E) | 0 | 0 | 0 % | 0 | 0 % |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4. | Permanent (F) | 27 | 27 | 100% | 0 | 0% |
| 5. | Other than permanent (G) | 1 | 1 | 100% | 0 | 0% |
| 6. | Total workers (F+G) | 28 | 28 | 100% | 0 | 0% |

21. Participation/inclusion/Representation of women

| | Total (A) | No. and percentage of Females | |
|--------------------------|-----------|-------------------------------|---------|
| | | No. (B) | % (B/A) |
| Board of Directors | 6 | 1 | 16.67% |
| Key Management Personnel | 3 | 0 | 0 |

22. Turnover rate for permanent employees and workers

| | FY2024 -25 (Turnover rate in current FY) | | | FY2023-24 (Turnover rate in previous FY) | | | FY 2022-23 (Turnover rate in the year prior to the previous FY) | | |
|---------------------|---|--------|-------|---|--------|-------|--|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 9.2% | 0.0% | 8.99% | 6.3% | 0.0% | 6% | 4% | 0% | 4% |
| Permanent Workers | 5.8% | 8.7% | 5.7% | 4.2% | 29.6% | 4.3% | 6.7% | 0% | 6.7% |

*The turnover rate for FY 2023-24 has been restated, as the total employee and workers count for the year was revisited to reflect accurate categorization of workforce data

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23. Names of holding / subsidiary / associate companies / joint ventures**

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|--|-----------------------------------|--|
| 1 | Fort Gloster Industries Limited | Subsidiary | 100 | No |
| 2 | Gloster Nuvo Limited | Subsidiary | 100 | No |
| 3 | Network Industries Limited | Subsidiary | 100 | No |
| 4 | Gloster Lifestyle Limited | Subsidiary | 100 | No |
| 5 | Gloster Specialities Limited | Subsidiary | 100 | No |



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VI. CSR details

24.

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: INR 62,668.27 lakhs (FY 2024-25)

(iii) Net worth: INR 1,16,930.59 lakhs (FY 2024-25)

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanisms in Place (Yes/No) (If yes, then provide web-link for grievance redressal policy) | FY 2024-25 | | | FY 2023-24 | | |
|---|--|--|--|---------|--|--|---------|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes | - | - | - | - | - | - |
| Investor (other than shareholders) | | 0 | 0 | - | 0 | 0 | - |
| Shareholders | | 0 | 0 | - | 3 | 0 | - |
| Employees and workers | | - | - | - | - | - | - |
| Customers | | 3 | 0 | - | 2 | 0 | - |
| Value chain partners | | - | - | - | - | - | - |

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|--------------------------------------|--|---|---|--|
| 1. | Climate change and energy management | Risk | The jute manufacturing industry is inherently energy-intensive, with significant consumption of electricity and fossil fuels during fibre processing, spinning, and weaving operations. Climate change has led to erratic rainfall patterns and increased temperature variability, which directly affect jute cultivation and raw material availability. Simultaneously, the industry faces increasing regulatory and market pressure to decarbonize operations and reduce its carbon footprint. These dynamics present both a risk to operational continuity and a strategic opportunity to invest in cleaner technologies and renewable energy sources. | Gloster Limited has implemented several key initiatives to mitigate climate-related risks and improve energy efficiency. These include transitioning to safer, hydrocarbon-free materials in production, ensuring product compliance with international safety standards, upgrading to energy-efficient equipment, and integrating renewable energy sources by replacing coal with solar power. Additionally, Gloster plans to conduct a comprehensive climate risk assessment to further strengthen its resilience and sustainability efforts. | Negative |



| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|--|---|--|
| 2. | Emission management | Risk | <p>The jute manufacturing process, particularly during fibre softening, drying, and boiler operations, contributes to air emissions, including particulate matter (PM), carbon dioxide (CO₂), and other greenhouse gases. Traditionally, the industry has relied heavily on coal and other fossil fuels, which are significant contributors to atmospheric pollution and climate change. With increasing regulatory scrutiny under national and international climate frameworks, as well as growing stakeholder demand for low-emission products, emissions management has become a critical focus area for us. Effective control of emissions is essential not only for regulatory compliance but also for ensuring a safe workplace and a cleaner local environment.</p> | <p>Gloster Limited is currently evaluating the feasibility of conducting an in-house emission baseline assessment to establish a comprehensive understanding of our current emissions profile. As part of this initiative, we are also in the process of identifying designated management personnel responsible for overseeing the reporting of emission-related parameters to the Board, ensuring accountability and governance. In alignment with our commitment to sustainable operations, we are actively working towards the implementation of targeted emission reduction projects, supported by the establishment of performance benchmarks at various operational levels. These benchmarks will enable us to monitor progress, identify opportunities for improvement, and assess training needs for employees engaged in emission management activities.</p> <p>Additionally, Gloster Limited is exploring the integration of an electric vehicle (EV) fleet to reduce transport-related emissions and further enhance our decarbonization strategy.</p> | Positive |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------------------|--|---|--|--|
| 3. | Waste management and circular economy | Opportunity | The jute manufacturing process generates substantial quantities of process waste, such as fibre dust, jute caddies, and sludge from effluent treatment. Gloster Limited has eliminated dependence on coal by recycling jute process waste (jute caddies) as a renewable fuel source. This transition significantly reduces greenhouse gas emissions, lowers air pollution, and addresses long-standing waste management challenges. By replacing coal with jute-based biomass, the company minimizes the carbon footprint associated with coal mining and transportation, supports a circular economy, reduces operational costs, and enhances overall energy efficiency. | - | Positive |



| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|-------------------------------|--|--|---|--|
| 4. | Water and effluent management | Risk | Water is a critical input in the jute manufacturing process, particularly for fibre softening, batching, and humidification. The industry also generates wastewater containing organic matter, oil residues, and suspended solids, which, if left untreated, can contaminate local water bodies and pose regulatory and reputational risks. With increasing water scarcity, tightening discharge regulations, and growing expectations from stakeholders for responsible water use, efficient water and effluent management is a material environmental priority for the business. | Gloster Limited is currently assessing the scope of water-related risks through a structured evaluation process and the establishment of a dedicated governance mechanism to monitor water performance regularly. This initiative is aimed at optimizing water usage, promoting conservation practices, enhancing rainwater harvesting systems, and transitioning all manufacturing units towards achieving Zero Liquid Discharge (ZLD) status . Additionally, treated effluent is being effectively utilized for combustion purposes in boilers , thereby reducing freshwater dependency and contributing to circular water usage within operations. | Positive |
| 5. | Biodiversity | Risk | Industrial operations, including jute manufacturing, can directly or indirectly impact local biodiversity through land use changes, emissions, wastewater discharge, and waste disposal. As jute cultivation is dependent on healthy agro-ecosystems, maintaining biodiversity around operational sites is essential for long-term ecological balance and resource security. With increasing focus from regulatory bodies and stakeholders on nature-positive practices, biodiversity conservation has emerged as a material issue for sustainable operations. | Gloster Limited recognizes the importance of preserving biodiversity and minimizing the ecological footprint of its manufacturing activities. The company has adopted the following measures to support biodiversity protection by conducting plantation drives | Negative |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|--------------------------------|--|--|--|--|
| 6. | Occupational health and safety | Risk | The jute manufacturing process involves the use of heavy machinery, exposure to dust, oils, and elevated noise levels, all of which pose health and safety risks to workers. Ensuring a safe and healthy work environment, including managing noise exposure, is critical to protecting employee wellbeing, reducing accident rates, and maintaining operational continuity. Compliance with regulatory OHS standards and growing stakeholder expectations further underline the importance of robust health and safety management as a material business concern. | Gloster Limited conducts thorough investigations of all safety incidents to identify root causes and implement corrective actions, with regular reviews by the Risk Management Committee and Board. The company has introduced multiple safety measures such as machine guards, proximity switches, safety bars, valves, and enclosures to protect workers. An on-site medical unit provides immediate care, with serious cases referred to specialized hospitals. Additionally, injured employees are supported through job transfers or reassignment to suitable roles, reflecting Gloster's commitment to maintaining a safe, healthy, and supportive work environment. | Negative |
| 7. | Human rights | Risk | The absence of proper checks and balances on human rights issues, such as workplace harassment, child and forced labor, and poor working conditions, can lead to non-compliance, regulatory violations, and breaches of international standards. This poses significant reputational risks for the organization. | Gloster Limited assesses human rights requirements in alignment with the GOTS and SA 8000 frameworks. The company conducts regular training sessions for both internal employees and external stakeholders to ensure comprehensive awareness and understanding of human rights principles. To monitor the effectiveness of these trainings, a dedicated supervisor is appointed, who regularly evaluates progress and reports findings to management. | Positive |
| 8. | Diversity and inclusion | Risk | The absence of adequate diversity and inclusion (D&I) targets, coupled with low female representation in the workforce, can adversely impact the organization's brand reputation. | To promote diversity and inclusion, Gloster Limited will: <ul style="list-style-type: none"> • Increase female and disabled person representation in the workforce • Build awareness on inclusivity and establish reporting mechanisms for any forms of discrimination or bias • Appoint a supervisor to monitor the acceptance of these initiatives and report the progress to management. • Install ramps, elevators, and specialized restrooms to ensure ease of movement and access for individuals with disabilities. | Positive financial implications <ul style="list-style-type: none"> • Lower employee turnover rate • Improved competitive edge to attract skilled talent • Lower reputational risk |



| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|---|---|--|
| 9. | Community impact | Opportunity | As a responsible corporate citizen, Gloster Limited recognizes the importance of contributing to the social and economic development of the communities surrounding its operations. Engaging with and supporting local communities helps build trust, improves livelihoods, and fosters long-term sustainable development, while also mitigating social risks. | - | Positive |
| 10. | Supply chain management | Risk | Potential disruptions in the supply chain due to shortages of sustainable raw materials and pandemic-related challenges pose significant risks to Gloster Limited. These include regulatory risks within the value chain, financial risks affecting operational stability, and reputational risks that may lead to customer dissatisfaction. Such challenges emphasize the critical need for Gloster Limited to enhance the resilience of its supply chain through strategic planning, diversification of suppliers, and robust risk mitigation measures to ensure continuity and uphold stakeholder trust. | Gloster Limited is in the process of identifying critical suppliers based on the value and nature of business relationships. As part of this initiative, a structured ESG assessment checklist is being developed, covering key parameters such as health and safety practices, working conditions, and regulatory compliance. This checklist will form an integral part of the supplier due diligence process, applied during onboarding of new suppliers and periodic reviews of existing ones. By integrating a Supplier Code of Conduct based on Environmental, Social, and Governance (ESG) considerations and conducting regular audits to assess supplier performance, supply chain transparency and responsible sourcing are enhanced. Additionally, assessment studies are being undertaken to determine crop suitability to mitigate risks of raw material shortages. Farmers may be engaged through plantation management programs focused on raising awareness of soil fertility and reducing chemical dependency, thereby supporting the production of sustainable finished products. These combined efforts strengthen supply chain resilience, align sourcing with sustainability principles, and ensure the long-term availability of sustainable raw materials. | Positive |

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|--|--|----|----|----|----|----|----|----|----|
| Policy and management process | | | | | | | | | |
| 1. a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Has the policy been approved by the Board? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| c. Web Link of the Policies, if available | https://www.glosterjute.com/policies | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4. Name of the national and international codes / certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | <p>Gloster Limited's manufacturing units are equipped with robust Environment, Health & Safety (EHS) and Quality Management Systems. We are committed to adhering to all applicable laws and regulations and have secured the following relevant certifications:</p> <p>ISO:9001 – Quality Management System</p> <p>ISO:14001 - Environment Management System</p> <p>ISO:45001 Occupational Health and Safety Management Systems+</p> <p>NABL ISO/ICE 17025</p> <p>FAIRTRADE</p> <p>Organic Jute Agricultural Production Certificate by IMO</p> <p>GOTS - Global Organic Textile Standard</p> <p>GRS – Global Recycled Standards (Unit – DTA)</p> <p>SA 8000 – Social Accountability (Ananya unit)</p> <p>Gloster Limited have also achieved IGBC membership (Indian Green Building Council)</p> | | | | | | | | |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | <p>Gloster Limited has established clear environmental goals as part of its commitment to sustainable development. Our defined efforts and targets include:</p> <p>a) Transition to Renewable Energy: We have fully eliminated coal usage and aim to increase our reliance on renewable energy by expanding solar infrastructure in the coming years.</p> <p>b) Waste Management: Our target is to consistently increase the percentage of jute waste recycled annually.</p> <p>c) Water Conservation: We aim to reduce water consumption intensity through the continued use of rainwater harvesting and water recycling systems.</p> <p>d) External Collaboration: We actively collaborate with expert institutions to implement low-impact agricultural and manufacturing practices, with a goal to further strengthen our organic jute supply chain.</p> <p>e) Operational Efficiency: : We aim to reduce energy consumption per unit year-on-year by adopting advanced automation, energy-efficient machinery, and digital monitoring systems.</p> <p>These time-bound goals represent Gloster's structured approach to reducing environmental impact while supporting sustainable industrial development. Through these focused initiatives, Gloster is building an environmentally responsible and resilient business model.</p> | | | | | | | | |



| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|--|----|----|----|----|----|----|----|----|
| 6. Performance of the entity against the Specific commitments, goals and targets along-with reasons in case the same are not met. | <p>Gloster Limited has made notable progress during the reporting period:</p> <ul style="list-style-type: none"> • Renewable Energy Adoption: Commissioned solar power systems, contributing to a reduction in Scope 2 GHG emissions. • Waste-to-Energy: Utilized jute waste as boiler fuel, reducing dependence on conventional energy and supporting circular economy practices. • Health & Safety: Achieved 100% coverage of basic safety training for all new employees, including unskilled labourers, within their first month. | | | | | | | | |

Governance, leadership and oversight

| | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements | <p>I am pleased to present the Business Responsibility and Sustainability Report (BRSR) of Gloster Limited as part of our Annual Report for FY 2024-25. This report reflects our commitment to responsible business practices, sustainable development, and value creation for all our stakeholders in the global jute industry.</p> <p>The jute industry stands at a critical juncture, undergoing significant transformation driven by the global shift toward sustainability. With consumers and businesses increasingly favouring biodegradable and eco-friendly alternatives over synthetic materials, the demand for jute products has seen robust growth. This evolving market landscape presents both immense opportunities and challenges, requiring strategic foresight and responsible stewardship.</p> <p>As one of India's leading jute manufacturers with a legacy spanning several decades, Gloster Limited is committed to being a catalyst for positive change. Our export-oriented operations cater to discerning international markets where compliance with Environmental, Social, and Governance (ESG) standards is not only an expectation but a prerequisite for sustained market access. Initiatives such as the European Union's Green Deal and stringent sustainability requirements from buyers have heightened the strategic importance of our ESG performance. We have made notable strides in reducing our environmental impact through sustainable manufacturing practices. By replacing coal with jute waste as an alternative fuel and commissioning a 1.4 MW rooftop solar power system at our Ananya unit, we have significantly lowered our greenhouse gas emissions. These initiatives not only support our shift toward renewable energy but also reinforce our commitment to circular economy principles, environmental responsibility, and continuous innovation.</p> <p>Our dedication extends beyond environmental management to the welfare of our workforce and the communities we serve. We maintain rigorous health and safety standards, offer comprehensive employee benefits, and invest in continuous skill development. Through targeted community engagement initiatives focused on education, healthcare, and infrastructure development, we strive to foster inclusive growth and shared prosperity.</p> <p>I take this opportunity to express my deepest appreciation to our employees, whose dedication and innovation drive our sustainability agenda forward. I also extend gratitude to our customers, who recognize and support the value of sustainable products, our suppliers who uphold responsible practices, and the local communities who partner with us in our social initiatives. Lastly, I thank our investors for their unwavering support of our long-term value creation strategy.</p> <p>Looking ahead, the leadership team and I remain committed to positioning Gloster Limited as a benchmark for sustainability in the global jute industry. We regard our ESG journey as a core business strategy—one that not only fulfils compliance requirements but also creates enduring value for all stakeholders while contributing meaningfully to global sustainability goals.</p> <p>Together, we will continue to weave sustainability into every fiber of our operations, ensuring that Gloster Limited remains a responsible corporate citizen and a preferred partner for conscious consumers worldwide.</p> <p>Hemant Bangur Executive Chairman Gloster Limited</p> | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|----|----|----|----|----|----|----|----|
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | The Board of Directors, chaired by the Chairman & Managing Director, oversees the company's strategic direction to protect and enhance stakeholder value. As key custodians of the sustainability agenda, the Board ensures that the company's performance meets established sustainability goals and objectives. They are also responsible for defining clear and measurable targets that support the company's mission to deliver value to its stakeholders. | | | | | | | | |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | <p>The Corporate Social Responsibility (CSR) Committee of the Board plays a vital role in overseeing the company's sustainability efforts. This committee is responsible for monitoring progress and providing strategic guidance to achieve the milestones set within the Environmental, Social, and Governance (ESG) agenda. It also reviews the Business Responsibility and Sustainability Report and reports the findings to the Board.</p> <p>At the operational level, the Managing Director supervises the implementation of sustainability processes and initiatives, reports any deviations to the CSR Committee, and acts as a liaison to ensure effective execution of the Board-approved sustainability procedures and practices.</p> <p>This collaborative framework, combining the Board's strategic oversight with the Managing Director's operational supervision, ensures the smooth integration and delivery of the company's sustainability commitments.</p> | | | | | | | | |

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify) | | | | | | | | |
|---|--|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| Performance against above policies and follow up action | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | Gloster Limited has implemented BRSR policy and is working towards establishing robust procedures to monitor performance against these policy requirements. As part of the governance framework, the Managing Director will prepare and submit an annual performance report to the Corporate Social Responsibility (CSR) Committee. This committee will conduct a detailed review of the company’s adherence to the BRSR policies and laid-down procedures. The review findings will be presented to the Board of Directors. Additionally, Key Managerial Personnel (KMPs) will play a critical role in identifying gaps and recommending mitigation measures. This structured and collaborative approach ensures effective implementation, monitoring, and continuous improvement of Gloster Limited’s sustainability practices. | | | | | | | | | Annually | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | During the fiscal year 2024–25, Gloster Limited remained fully compliant with all applicable laws and regulations, with no reported instances of non-compliance. The company consistently ensures adherence to all statutory requirements across its operations. | | | | | | | | | Annually | | | | | | | | |
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | Gloster Limited has consistently engaged independent third-party assurance for its Sustainability Reports since the fiscal year 2012–13, demonstrating its commitment to transparency and accountability. For the reporting period 2024–25, the accuracy and reliability of the data and systems disclosed in the Sustainability Report have been independently verified by TUV SUD at the ‘Limited Level’, in accordance with the International Standard on Assurance Engagements (ISAE) 3000, applicable to assurance engagements other than audits or reviews of historical financial information. | | | | | | | | | | | | | | | | | |



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SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable



Essential indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics / principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|--|--|
| Board of Directors | 1 | <ul style="list-style-type: none"> Sustainability initiatives of the Company Familiarization programmes for Independent Directors | 100% |
| Key Managerial Personnel | 1 | <ul style="list-style-type: none"> POSH Health awareness Cybersecurity Awareness on SEBI BRSR mandate | 100% |
| Employees other than BoD and KMPs | 4 | <ul style="list-style-type: none"> GOTS/GRS awareness training Health and safety SA 8000:2014 Internal management system | 20.18% |
| Workers | 4 | <ul style="list-style-type: none"> Training on IMS (QMS, EMS, OHSMS) Training on accidents/incidents investigation SA 8000: 2014 | 40.77% |

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

Monetary

| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal Been preferred? (Yes/No) |
|-----------------|-----------------|---|-----------------|-------------------|--|
| Penalty/ Fine | Not any | - | Nil | - | - |
| Settlement | Not any | - | Nil | - | - |
| Compounding fee | Not any | - | Nil | - | - |

Non-monetary

| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|--------------|-----------------|---|-------------------|--|
| Imprisonment | - | Nil | - | - |
| Punishment | - | Nil | - | - |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has a comprehensive Anti-Corruption and Anti-Bribery clauses included within its Business Responsibility and Sustainability Reporting (BRSR) Policy under Principle 2. This framework underscores the Company's unwavering commitment to ethical conduct, transparency, and compliance with all applicable laws and regulations. The Company strictly prohibits engagement in corrupt, abusive, or anti-competitive practices across its operations.

To reinforce this commitment, the Company has implemented a robust Whistle Blower Policy and Vigil Mechanism. This policy outlines clear procedures for reporting unethical behaviour, including any suspected instances of bribery, corruption, or violations of the Company's Code of Conduct. It provides a secure and confidential channel for employees and Directors to raise concerns without fear of retaliation or unfair treatment. The mechanism includes adequate safeguards and allows direct access to the Chairman of the Audit Committee in exceptional cases.

All protected disclosures and investigation outcomes are reported to the Audit Committee by the Vigilance Officer, following which the Chairperson of the Audit Committee presents the findings to the Board of Directors for appropriate disciplinary action, as required.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

No Directors/KMPs/employees/workers were involved in bribery/corruption both in FY2024-25 and FY2023-24. On above grounds, no action was taken by any law enforcement agency.

| | FY 2024-25 | FY 2023-24 |
|-----------|------------|------------|
| Directors | 0 | 0 |
| KMPs | 0 | 0 |
| Employees | 0 | 0 |
| Workers | 0 | 0 |

6. Details of complaints with regard to conflict of interest:

No complaints related to conflicts of interest were reported against Directors or Key Management Personnel during the fiscal year 2024-25 and FY2023-24.

| | FY 2024-25 | | FY 2023-24 | |
|--|------------|---------|------------|---------|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | - | 0 | - |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | - | 0 | - |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

| | FY 2024-25 | FY 2023-24 |
|-------------------------------------|------------|------------|
| Number of days of accounts payables | 11.48 | 10.61 |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2024-25 | FY 2023-24 |
|----------------------------|--|---|------------|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 50.66% | 43.75% |
| | b. Number of trading houses where purchases are made from | 491 | 381 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 25.31% | 30.20% |
| Concentration of Sales | a. Sales to dealers / distributors as % of total sales | We do not have any dealers or distributors. | |
| | b. Number of dealers / distributors to whom sales are made | - | - |
| | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors | - | - |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | 0.088203 | 0.000204 |
| | b. Sales (Sales to related parties / Total Sales) | 0.006059 | 0.001041 |
| | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0 | 1 |
| | d. Investments (Investments in related parties / Total Investments made) | 0.789141 | 0.630969 |

Leadership indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

At Gloster Limited, we have established a comprehensive Supplier Code of Conduct that includes key policies such as the Holistic Environmental Policy, Responsible Purchasing Policy, Social Justice and Workplace Standards Policy, and Ethics Compliance Policy. We require our suppliers to formally commit to these standards by acknowledging and aligning their practices with our policies through a documented commitment process. This ensures that our suppliers fully understand and adhere to our sustainability and ethical objectives.

To promote awareness, we conduct orientation and engagement programs for our value chain partners, where we clearly communicate and explain the principles and expectations outlined in the Supplier Code of Conduct. These sessions help ensure that our suppliers are well-informed and committed to effectively implementing these policies.

Currently, we are systematically capturing and consolidating data on the awareness programs conducted for our value chain partners during the financial year. This effort will enable us to provide more comprehensive reporting on supplier engagement and training related to Gloster's sustainability and ethical standards.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, We have a robust process in place to manage conflicts of interest, as detailed in our Code of Conduct for Board Members and Senior Management Personnel. Every Director and Senior Management Personnel is expected to avoid situations where personal or financial interests' conflict, or appear to conflict, with the interests of the Company. Such situations must be promptly disclosed to the Managing Director or the Chairperson of the Audit Committee.

Directors are also required to inform the Company of their committee positions in other listed entities and update any changes as they occur. Senior Management must disclose to the Board any material, financial, or commercial transactions in which they have a personal interest that may conflict with the Company's interests.

Additionally, our Whistle Blower Policy provides a secure and confidential mechanism for reporting any unethical behaviour, including concerns related to conflict of interest, ensuring integrity and accountability in governance.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.



Essential indicators

1. Percentage of R&D and capital expenditure investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

| | FY 2024-25 | FY 2023-24 | Details of improvements in environmental and social impacts |
|-------|------------|------------|---|
| R&D | 7.7% | 0.01% | Investment in R&D results in the production of sustainable products that adhere to high-quality standards |
| Capex | 1.28% | 1.3% | Savings of purchased electricity, thereby reducing tCo2 |

2.a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, Gloster Limited has comprehensive procedures in place for sustainable sourcing, guided by a formally established Sustainable Procurement Policy. This policy integrates environmental, social, economic, and technological criteria into procurement practices specific to the jute industry. It aims to ensure that the Company's sourcing processes align with its broader sustainability goals, focusing on minimizing environmental impact, promoting fair labour, supporting local communities, and encouraging innovation.

At the core of this approach is the Company's long-term commitment to responsible material management and the growing global demand for environmentally sustainable and organic products. In line with this, Gloster has adopted structured practices across its value chain to ensure traceability and sustainability of sourced materials.

Since 2013, Gloster has partnered with the Central Research Institute for Jute and Allied Fibres (CRIJAF) and the Institute of Marketecology (IMO) to achieve certification for organic jute under the National Programme for Organic Production (NPOP). In collaboration with the Society for Equitable Voluntary Actions (SEVA), the Company supports on-ground management of organic cultivation, extending technical and logistical assistance to farmers. This integrated sourcing model includes field inspections, land selection, capacity building for farmers, and rigorous certification processes. As of the reporting period, Gloster has a network of organically certified farmers under IMO's supervision.

The Company also holds globally recognized certifications such as NPOP (ORG/SC/1112/002572), Oeko-Tex Standard 100, and Global Organic Textile Standard (GOTS), affirming that its procurement and production processes meet international organic and safety standards.

In addition to agricultural sustainability, Gloster has taken a proactive step in material innovation by replacing Jute Batching Oil (JBO), which contains harmful poly-aromatic hydrocarbons, with Rice Bran Oil (RBO) in the emulsion process. This substitution not only eliminates the use of hazardous substances but also supports the production of hydrocarbon-free jute products, further reinforcing its commitment to clean and safe material use. These initiatives demonstrate that we have established and are continually strengthening procedures for sustainable sourcing across our operations.

b. If yes, what percentage of inputs were sourced sustainably?

100%

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The company prioritizes increasing its utilization of recycled materials year by year to reduce waste sent to landfills. We strictly adhere to ensuring that 100% of the raw materials procured as input are utilized either in the same process or alternative processes, minimizing resource wastage. Furthermore, fibres, yarns, fabrics obtained from our product waste undergo reutilization and reprocessing for production purposes. Jute caddies are utilized as boiler feed materials in place of fossil fuels.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

The company is currently evaluating the amount of plastic in its value chain. Based on this analysis, we intend to integrate an Extended Producer Responsibility (EPR) strategy into our waste collection and disposal approach going forward.

Leadership indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Yes, we have completed Life Cycle Assessments (LCA) for two key products. The assessments are currently in the final stage of documentation and validation, aimed at enhancing product sustainability across their life cycles.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

In our ongoing Life Cycle Assessment (LCA) study, we have completed the evaluation of environmental and social impacts for two key products. The assessment is currently in the final stage of documentation, reaffirming our commitment to identifying key risks and sustainability concerns across the product life cycle.

3. Percentage of recycled or reused input material to total material (by value) used in production.

4%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

| | FY 2024-25 (MT) | | | FY 2023-24 (MT) | | |
|--------------------------------------|-----------------|----------|-----------------|-----------------|----------|-----------------|
| | Reused | Recycled | Safely disposed | Reused | Recycled | Safely disposed |
| Plastic waste | - | - | - | - | - | - |
| E-waste | - | - | - | - | - | - |
| Hazardous waste | - | - | - | - | - | - |
| Other waste (Recycled jute waste) | - | - | - | - | - | - |

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not applicable



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Principle 3 Businesses should respect and promote the well-being of all employees, including those in their value chains



Essential indicators

1.a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|--------------------------------|---------------------------|------------------|---------|--------------------|---------|--------------------|--------|--------------------|---------|---------------------|---------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | %(D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| Permanent employees | | | | | | | | | | | |
| Male | 318 | 318 | 100% | 318 | 100% | - | - | - | - | - | - |
| Female | 9 | 9 | 100% | 9 | 100% | 9 | 100% | - | - | - | - |
| Total | 327 | 327 | 100% | 327 | 100% | 9 | 100% | - | - | - | - |
| Other than permanent employees | | | | | | | | | | | |
| Male | 2 | 2 | 100% | 2 | 100% | - | - | - | - | - | - |
| Female | 0 | 0 | - | 0 | - | - | - | - | - | - | - |
| Total | 2 | 2 | 100% | 2 | 100% | - | - | - | - | - | - |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|------------------------------|-------------------------|------------------|---------|--------------------|---------|--------------------|--------|--------------------|---------|---------------------|---------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | %(D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| Permanent workers | | | | | | | | | | | |
| Male | 3,401 | 3,401 | 100% | 3,401 | 100% | - | - | - | - | - | - |
| Female | 11 | 11 | 100% | 11 | 100% | 11 | 100% | - | - | - | - |
| Total | 3,412 | 3,412 | 100% | 3,412 | 100% | 11 | 100% | - | - | - | - |
| Other than permanent workers | | | | | | | | | | | |
| Male | 303 | 303 | 100% | 303 | 100% | - | - | - | - | - | - |
| Female | 0 | 0 | - | 0 | - | - | - | - | - | - | - |
| Total | 303 | 303 | 100% | 303 | 100% | - | - | - | - | - | - |

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

| | FY 2024-25 | FY 2023-24 |
|---|------------|------------|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.30% | 0.28% |

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

| Benefits | FY 2024-25 | | | FY 2023-24 | | |
|----------|--|--|--|--|--|--|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 95.11% | 92.06% | Yes | 97.19% | 97.68% | Yes |
| Gratuity | 93.31% | 88.75% | Yes | 96.56% | 99.97% | Yes |
| ESI | 10.64% | 100.00% | Yes | 5.62% | 100% | Yes |
| Others | - | - | - | - | - | - |

Note: The count of workers in the above table does not include contractual workers

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, In alignment with the requirements of the Rights of Persons with Disabilities Act, 2016, Gloster Limited has ensured that most of its key premises, including offices and plant locations, are accessible to differently abled individuals. We have installed elevators, and widened doorways and corridors to support ease of mobility. Additionally, restrooms, workstations, and common areas have been equipped with necessary accommodations. These efforts reflect our commitment to fostering an inclusive, barrier-free workplace and upholding equal opportunity for all employees throughout their employment journey.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, Gloster Limited upholds an equal opportunity framework as part of its broader commitment to Principle 3 under the BRSR policy. We respect the rights and responsibilities of all employees and are committed to ensuring equal opportunities during recruitment and throughout employment, irrespective of caste, creed, gender, race, religion, disability, or sexual orientation. The Company also fosters a safe, humane, and inclusive workplace environment, free from harassment, while enabling access to skill development and career growth on a non-discriminatory basis.

Link: <https://www.glosterjute.com/assets/pdf/policy/BusinessResponsibilityPolicy.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Particulars | Permanent employees | | Permanent workers | |
|-------------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | - | - | - | - |
| Female | - | - | - | - |
| Total | - | - | - | - |

None of the employees/workers have availed parental leave, hence return to work rate and retention rate are not applicable.



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6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| | Yes/No (If yes, then give details of the mechanism in brief) |
|--------------------------------|---|
| Permanent employees | <p>Gloster Limited has implemented a structured grievance redressal and vigil mechanism that encourages transparency and ethical conduct across the organization. Employees are encouraged to report concerns or grievances to the Human Resource Manager, who evaluates each case, provides necessary guidance, and strives to resolve issues promptly and effectively.</p> <p>In addition, the Company has a well-defined Whistle Blower Policy in place, enabling employees and directors to confidentially report any suspected misconduct, fraud, or breach of the Code of Conduct. To protect the integrity of the process, whistle blowers are assured complete confidentiality and protection against retaliation. In critical cases, individuals also have the option to approach the Chairman of the Audit Committee directly. All reports are carefully documented and investigated either internally by the Audit Committee or, when required, by an independent external agency. This mechanism reflects Gloster Limited's strong commitment to ethical governance and accountability.</p> |
| Other than permanent employees | |
| Permanent workers | <p>All the workers are represented by workers' unions, which serve as the primary platform for addressing grievances. Individual concerns are raised collectively through the union, which consolidates these issues and formally presents them to the management through a charter of deputation. The grievance resolution process is carried out through structured meetings, counselling sessions, and negotiations between union representatives and the management, ensuring that all matters are resolved in a fair and constructive manner.</p> |
| Other than permanent workers | |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Gloster Limited upholds the freedom of association for all plant workers and staff. There are five active trade unions that advocate for and protect the rights of workers and staff. These unions serve as mediators, representing the collective demands and interests of the workforce to the senior management.

8. Details of training given to employees and workers:

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|-----------|------------|-------------------------------|---------|----------------------|--------|------------|-------------------------------|--------|----------------------|--------|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B/A) | No.(C) | %(C/A) | | No.(E) | %(E/D) | No. (F) | %(F/D) |
| Employees | | | | | | | | | | |
| Male | 318 | 32 | 10.06% | 23 | 7.23% | 329 | 18 | 5.47% | 128 | 38.91% |
| Female | 9 | 0 | 0% | 0 | 0% | 7 | 0 | 0% | 0 | 0% |
| Total | 327 | 32 | 9.79% | 23 | 7.03% | 336 | 18 | 5.36% | 128 | 38.10% |
| Workers | | | | | | | | | | |
| Male | 3,401 | 833 | 24.49% | 200 | 5.88% | 3,596 | 390 | 10.85% | 356 | 9.90% |
| Female | 11 | 2 | 18.18% | 1 | 9.09% | 12 | 0 | 0% | 0 | 0% |
| Total | 3,412 | 835 | 24.47% | 201 | 5.89% | 3,608 | 390 | 10.81% | 356 | 9.87% |

*The training data for FY 2023-24 has been restated, as the total employee and workers count for the year was revisited to reflect accurate categorization of workforce data.

9. Details of performance and career development reviews of employees and worker:

| Category | FY 2024-25 | | | FY 2023-24 | | |
|------------------|--------------|--------------|-------------|--------------|--------------|-------------|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| Employees | | | | | | |
| Male | 318 | 318 | 100% | 329 | 329 | 100% |
| Female | 9 | 9 | 100% | 7 | 7 | 100% |
| Total | 327 | 327 | 100% | 336 | 336 | 100% |
| Workers | | | | | | |
| Male | 3,401 | 3,401 | 100% | 3,596 | 3,596 | 100% |
| Female | 11 | 11 | 100% | 12 | 12 | 100% |
| Total | 3,412 | 3,412 | 100% | 3,608 | 3,608 | 100% |

*The career and development review for FY 2023-24 has been restated, as the total employee and workers count for the year was revisited to reflect accurate categorization of workforce data

10. Health & safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

At Gloster Limited, we have implemented a comprehensive Occupational Health and Safety (OHS) management system to proactively minimize workplace risks and safeguard the well-being of our employees and workers. Through regular safety reviews and performance evaluations conducted by our management, we strive to identify and address potential hazards before they escalate.

Our OHS framework covers all employees and workers, ensuring they receive regular training on safety protocols, task-specific procedures, and hazard identification. We reinforce safety awareness through routine emergency drills, the mandatory use of personal protective equipment (PPE), and ongoing education on best practices in workplace safety.

Reaffirming our commitment to global safety standards, our DTA and Ananya units have been certified under ISO 45001:2018. This achievement reflects our continuous efforts to cultivate a safe, secure, and health-conscious work environment for everyone at Gloster.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We identify work-related hazards and assess risks through a structured process led by our dedicated on-site safety teams. These teams continuously monitor the workplace and record near-miss incidents, first-aid cases, and medical events to proactively flag potential hazards. We also recognize and assess situations that may lead to accidents and implement preventive measures to reduce their likelihood and severity.

Our management team reviews safety performance at intervals and engages in strategic discussions to enhance risk mitigation measures. Workers are actively involved in the evaluation and implementation of safety practices. Through regular training sessions, they are empowered to identify high-risk situations and near-miss events and are encouraged to

contribute ideas for improving operational safety. All reported incidents undergo detailed root cause analysis, with findings shared monthly with the Risk Management Committee and quarterly with the Board to ensure continuous improvement in our health and safety standards.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. Gloster Limited has instituted clear and accessible mechanisms for workers to report work-related hazards. Workers are encouraged to report any observed hazards or unsafe conditions directly to the HRD cell, which is responsible for evaluating and investigating such reports. These complaints are addressed through appropriate mitigation measures to ensure a safe and healthy workplace. In parallel, on-site safety teams continuously monitor and document near-miss incidents and injuries, strengthening the preventive framework.

Moreover, the company promotes a culture of active worker participation in the occupational health and safety management system. Employees are involved in safety evaluations and are encouraged to propose practical suggestions to improve workplace safety. Although the report does not explicitly state whether workers can formally remove themselves from dangerous situations, the structure of hazard reporting, regular training, and corrective measures imply that workers' concerns are taken seriously, and appropriate actions are undertaken to eliminate risk exposures proactively.

d. Do the employees have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, We ensure that our employees and workers have access to essential non-occupational healthcare services as part of our commitment to their overall well-being. On-site medical units across our locations are equipped with a doctor, nurse, and ambulance to address health concerns promptly. Minor medical cases are treated within our facilities, while more serious conditions are referred to nearby government hospitals under the ESIC framework.



We also conduct regular health camps and awareness programs to promote preventive care, including routine check-ups covering vision, respiratory health, dermatology, and audiometry. Financial assistance is extended in the event of medical emergencies.

Our workforce is covered through multiple layers of health protection: workers and their families benefit from the Employee State Insurance Scheme (ESIC), while permanent

and administrative staff are supported by company-sponsored health and accident insurance policies. In the event of a fatality, the Employees' Deposit Linked Insurance (EDLI) scheme ensures financial support to the worker's family. These measures reflect our commitment to providing comprehensive medical care and security beyond workplace requirements.

11. Details of safety related incidents, in the following format

| Safety Incident/Number | Category | FY 2024-25 | FY 2023-24 |
|--|-----------|------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 16.78 | 16.93 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 252 | 272 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 103 | 119 |

* Data for FY 2023–24 has been restated to reflect improved categorization and reporting accuracy.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

We have established a structured health and safety management framework aimed at safeguarding the well-being of our employees and workers. Our approach is guided by a formal health and safety policy and implemented through dedicated on-site safety teams, routine training, and active worker engagement.

To ensure workplace safety, we conduct regular training sessions on occupational health and safety standards, environmental management systems, fire safety, and the proper use of personal protective equipment (PPE). Mock evacuation drills are also carried out to strengthen emergency preparedness. Workers operating high-risk machinery receive specialized training to mitigate associated risks.

Our safety teams are responsible for monitoring daily operations, identifying potential hazards, and documenting any incidents, including near-misses and first-aid cases. Medical bays are maintained on-site to provide immediate assistance, reinforcing our readiness to manage health emergencies.

A key part of our strategy involves fostering a safety-conscious culture. We actively engage workers in the evaluation and continuous improvement of our occupational health and safety system. Their feedback is integral to developing practical solutions and action plans to enhance workplace safety across our operations.

Through consistent training, preventive measures, and a collaborative safety framework, we remain committed to maintaining a safe, healthy, and responsive work environment for all.

13. Number of Complaints on the following made by employees and workers

| | FY 2024-25 | | | FY 2023-24 | | |
|--------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0 | 0 | None | 0 | 0 | None |
| Health and safety | 0 | 0 | None | 0 | 0 | None |

14. Assessment of the year

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|--------------------|--|
| Working Conditions | 100 |
| Health and safety | 100 |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

We undertake detailed investigations of all safety-related incidents within our operational premises to identify root causes and implement targeted corrective actions. The outcomes of these investigations are regularly reviewed by our Risk Management Committee and the Board to ensure accountability and drive continuous improvement.

As part of our commitment to preventing the recurrence of such incidents, we have introduced a range of technical and procedural safety interventions, including:

- Installation of guards on moving machine parts to prevent direct contact and accidental injuries.
- Deployment of proximity switches during machine cleaning to enhance operator safety.
- Integration of safety bars on sizing machines to maintain a safe distance between the operator and moving beams.
- Installation of safety valves on sizing machines to automatically release steam pressure during abnormal conditions.
- Enclosure of rotating blades on root cutting machines to eliminate exposure risks.
- Locking of drive-side doors on spinning machines to prevent unauthorized access during operation.

In addition to these engineering controls, we operate an on-site medical unit staffed with a dedicated medical officer to respond promptly to health emergencies. While minor injuries are treated in-house, more serious cases are referred to nearby ESIC-registered hospitals for specialized care.

These ongoing corrective measures and investments in our workplace safety infrastructure underscore our proactive approach to minimizing occupational risks and fostering a safe, healthy, and secure environment for all our employees.

Leadership indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes

We engage with our value chain partners through periodic review meetings to monitor their compliance with applicable statutory obligations. These interactions provide an opportunity to discuss performance, clarify expectations, and encourage adherence to legal and regulatory requirements, including the deduction and deposit of statutory dues.

During these engagements, we offer guidance where necessary and promote responsible business conduct within the supply chain. Our approach focuses on building awareness and strengthening accountability, enabling partners to align more closely with compliance standards.

Through ongoing communication and performance evaluations, we aim to support our partners in maintaining transparency and contributing to a responsible and compliant value chain.

2. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|-----------|---|------------|---|------------|
| | FY 2024-25 | FY 2023-24 | FY 2024-25 | FY 2023-24 |
| Employees | 0 | 0 | 0 | 0 |
| Workers | 103 | 119* | 103 | 119* |

* Data for FY 2023–24 has been restated to reflect improved categorization and reporting accuracy.

3. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

Yes. Gloster Limited offers transition assistance support to retired employees and workers to enhance their employability by rehiring them. While these individuals are eligible for medical benefits at the company level, they are not entitled to receive pension benefits.

4. Details on assessment of value chain partners:

| | % of value chain partners (by value of business done with such partners) that were assessed |
|----------------------------|--|
| Health and safety practice | <p>We are in the process of identifying our critical suppliers based on the value and nature of our business relationships. As part of this initiative, we are developing a structured ESG assessment checklist that includes key parameters such as health and safety practices, working conditions, and regulatory compliance.</p> <p>This checklist will form an integral part of our supplier due diligence process—applied both during the onboarding of new suppliers and in the periodic review of existing ones. Through this approach, we aim to enhance transparency, align our supply chain with responsible sourcing principles, and support the adoption of sustainable practices across our value chain.</p> |
| Working conditions | |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Gloster Limited onboards vendors by mandating them to sign a Supplier Code of Conduct. This code outlines the minimum standards and requirements that vendors must adhere to, including:

- Certifications related to responsible business conduct, such as compliance with applicable laws and regulations
- Adherence to human rights principles and policies
- Implementation of a robust health and safety management system to protect the well-being of employees
- Ensuring employee welfare and well-being through appropriate policies and practices

By mandating the signing of this Supplier Code of Conduct, Gloster Limited ensures that its vendors and suppliers operate in alignment with the company's principles of ethical, responsible, and sustainable business practices. This collaborative approach helps to integrate sustainability and social responsibility across Gloster Limited's value chain.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders.**Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

At Gloster Limited, we follow a structured and inclusive approach to identifying our key stakeholder groups. Our process is guided by a thorough assessment of factors such as dependency, spontaneity, responsibility, vulnerability, and influence.

We recognize both external and internal stakeholders who have a direct or indirect impact on our business operations. Our key external stakeholders include investors, customers, regulatory bodies, suppliers, communities, and employees—each playing a critical role in shaping our business environment. In addition, we consider our internal stakeholders, such as senior leadership, who are deeply involved in and affected by our strategic decisions and day-to-day operations.

By continuously engaging with these stakeholders, we ensure that our actions are aligned with their expectations and that we remain accountable, transparent, and responsive in all aspects of our business.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/ No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|----------------------------|---|---|---|--|
| Employees and workers | No | Employee grievance mechanism, Interactions for celebrating important events which may be both individual and organizational | Ongoing | <ul style="list-style-type: none"> • Learning and development • Career growth opportunities • Rewards and recognition • Facilities and well-being • Health and safety at workplace • Respecting Human Rights |
| Customers | No | Surveys and Feedback forms | Ongoing | <ul style="list-style-type: none"> • Affordability of products and flexibility in processes • Effective grievance resolution mechanism |
| Suppliers | No | Assessment audits and interactions | Need Basis | <ul style="list-style-type: none"> • Skill development • Regulatory adherence |
| Local communities | Yes | Community meetings and beneficiary perception survey | Need Basis | <ul style="list-style-type: none"> • Improved access to education, sanitation, and overall environmental and social well-being • Improved educational opportunities |
| Investors and shareholders | No | Annual General Meeting | Yearly | Profitability and increased dividend yield |
| Regulatory bodies | No | Periodic public advocacy | Need basis | Ensuring compliance with environmental, social, and economic standards |



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1. Provide the process for consultation between stakeholders and the Board on environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

At Gloster Limited, senior management actively interacts with stakeholders to gather and integrate their feedback and concerns to enhance our business performance. To facilitate this engagement, we have established a structured stakeholder engagement mechanism, comprising the following elements:

- Identification and analysis of stakeholders
- Management oversight
- Reporting processes
- Grievance handling
- Stakeholder consultations on business, community, regulatory, and ESG matters
- Transparency through information disclosure

This comprehensive approach to stakeholder engagement underscores our commitment to incorporating diverse perspectives and fostering meaningful dialogue to drive continuous improvement and sustainable business practices at Gloster Limited.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, the management representatives at Gloster Limited analyze the impact of the identified material topics and how they affect the company's day-to-day business and operations. Considering Gloster Limited's sustainability objectives, business strategies, company policies, and global market trends, the responses and feedback gathered during stakeholder consultations are thoroughly reviewed by the top management team. This enables them to understand the external stakeholders' perspectives.

After the review and assessment of the material topics, the management team validates the prioritized material topics. Strategies are then formulated to effectively incorporate these material topics within the company's operations. This collaborative approach ensures that Gloster Limited's business decisions and practices are aligned with the needs and concerns of its diverse stakeholder groups.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

At Gloster Limited, we are deeply committed to supporting the development of local communities as an integral part of our corporate strategy. Our social development initiatives are designed to create meaningful and lasting impact, both for our stakeholders and for the broader economic development of the regions in which we operate.

Our Corporate Social Responsibility (CSR) efforts are firmly rooted in our vision and mission, which guide our approach to improving the quality of life for communities within our sphere of influence. These guiding principles form the foundation of all our CSR interventions, helping us to understand, prioritize, and respond effectively to the evolving social needs of our surrounding communities.

Our CSR Committee has carefully designed programs based on thorough assessments and identification of priority intervention areas. These programs are centered around three key focus areas:

- Education (Vidya Prachar): We promote inclusive education by supporting general and special education initiatives, as well as vocational training programs that enhance employment opportunities.
- Healthcare (Aarogya Jeevan): We strengthen healthcare access by promoting preventive healthcare, improving sanitation facilities, and supporting health awareness initiatives.
- Biodiversity (SwacchaVatavaran): We are committed to preserving the environment through activities that promote ecological balance, protect local flora and fauna, and conserve natural resources.

By aligning our CSR initiatives with the real needs of our local communities, we reaffirm our dedication to driving positive social impact and contributing to the sustainable development of the areas where we live and work.

PRINCIPLE 5 Businesses should respect and promote human rights.



Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2024-25 | | | FY 2023-24 | | |
|------------------------|--------------|--|--------------|--------------|--|---------------|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| Employees | | | | | | |
| Permanent | 327 | 11 | 3.36% | 336 | 0 | 0% |
| Other than permanent | 2 | 0 | 0.00% | 3 | 0 | 0% |
| Total employees | 329 | 11 | 3.34% | 339 | 0 | 0% |
| Workers | | | | | | |
| Permanent | 3412 | 355 | 10.40% | 3,608 | 438 | 12.13% |
| Other than permanent | 303 | 0 | 0.00% | 475 | 0 | 0 |
| Total workers | 3,715 | 355 | 9.56% | 4,083 | 438 | 10.72% |

* The human rights training data for FY 2023-24 has been restated, as the total employee and workers count for the year was revisited to reflect accurate categorization of workforce data

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|----------------------|------------|-----------------------|---------|------------------------|---------|------------|-----------------------|---------|------------------------|---------|
| | Total (A) | Equal to minimum wage | | More than minimum wage | | Total (D) | Equal to minimum wage | | More than minimum wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| | Employees | | | | | | | | | |
| Permanent | 327 | 0 | 0% | 327 | 100% | 336 | 0 | 0% | 336 | 100% |
| Male | 318 | 0 | 0% | 318 | 100% | 329 | 0 | 0% | 329 | 100% |
| Female | 9 | 0 | 0% | 9 | 100% | 7 | 0 | 0% | 7 | 100% |
| Other than permanent | 2 | 0 | 0% | 2 | 100% | 3 | 0 | 0% | 3 | 100% |
| Male | 2 | 0 | 0% | 2 | 100% | 3 | 0 | 0% | 3 | 100% |
| Female | 0 | 0 | 0% | 0 | 100% | 0 | 0 | 0% | 0 | 0% |
| | Workers | | | | | | | | | |
| Permanent | 3,412 | 0 | 0% | 3,412 | 100% | 3,608 | 0 | 0% | 3,608 | 100% |
| Male | 3,401 | 0 | 0% | 3,401 | 100% | 3,596 | 0 | 0% | 3,596 | 100% |
| Female | 11 | 0 | 0% | 11 | 100% | 12 | 0 | 0% | 12 | 100% |
| Other than permanent | 303 | 0 | 0% | 303 | 100% | 475 | 0 | 0% | 475 | 100% |
| Male | 303 | 0 | 0% | 303 | 100% | 475 | 0 | 0% | 475 | 100% |
| Female | 0 | 0 | 0% | 0 | 100% | 0 | 0 | 0% | 0 | 0% |

*The minimum wages for FY 2023-24 has been restated to include other than permanent workers, who were previously not accounted for. This revision was undertaken to ensure more accurate and transparent categorization of the workforce.



3.a. Details of remuneration/salary/wages, in the following format:

| | Male | | Female | |
|---|--------|--|--------|--|
| | Number | Median remuneration / salary/ wages of respective category | Number | Median remuneration / salary/ wages of respective category |
| Board of Directors* | 1 | 11,00,000 | 0 | 0 |
| Key managerial personnel** | 2 | 2,37,500 | 0 | 0 |
| Employees other than BoD and KMP | 299 | 31,450 | 5 | 15,450 |
| Workers | 3286 | 13,440 | 11 | 15,031 |

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

| | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Gross wages paid to females as % of total wage | 0.65 | 0.71 |

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. At Gloster Limited, our commitment to upholding human rights is guided by our Business Responsibility and Sustainability Policy, which ensures fair, inclusive, and ethical practices across our operations. Oversight for addressing human rights concerns rests with our Human Resources Department, supported by senior management, which monitors compliance, handles grievances, and promotes awareness among employees.

We strictly prohibit discrimination, forced labour, and child labour, and extend these standards to our suppliers and partners through binding contractual obligations. We only engage with those who align with our values and regulatory expectations.

To support employee rights and representation, all workers are part of recognized workers' unions, which operate as voluntary bodies to safeguard their interests. A Tripartite agreement involving union representatives, company management, and relevant authorities strengthens collective bargaining and provides a structured mechanism for resolving grievances. The HR team works closely with union bodies to address concerns, with regular reporting to higher management to ensure accountability.

Through this integrated approach—combining policy, oversight, and dialogue—we aim to embed human rights into our everyday business practices and create a safe, respectful, and responsible workplace.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Gloster Limited has established an open platform for employees and workers to express their concerns and complaints. Employees are encouraged to report any Code of Conduct or human rights violations without hesitation through email or a complaint box. Workers have the freedom to associate with trade unions, which submit deputations regarding labour grievances to senior management. The complaints are documented in a formal register for future reference.

In recent years, Gloster Limited has transitioned to a digital platform, utilizing software named 'Soft Web', to manage grievance-related case details. The HRD department reviews all complaints and provides counselling to concerned members, aiming to resolve issues in real-time.

The workers' union plays a crucial role in protecting workers' rights and promoting their interests. The union representative collects grievances from individual workers and discusses them with the HRD manager and senior officials to find a solution that satisfies the needs and requirements of the affected workers. This collaborative approach ensures that workers' concerns are addressed in a timely and effective manner.

6. Number of Complaints on the following made by employees and workers:

| | FY 2024-25 | | | FY 2023-24 | | |
|-----------------------------------|-----------------------|---------------------------------------|---------|-----------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual harassment | 0 | 0 | None | 0 | 0 | None |
| Discrimination at workplace | 0 | 0 | None | 0 | 0 | None |
| Child labour | 0 | 0 | None | 0 | 0 | None |
| Forced labour | 0 | 0 | None | 0 | 0 | None |
| Wages | 0 | 0 | None | 0 | 0 | None |
| Other human rights related issues | 0 | 0 | None | 0 | 0 | None |

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | FY 2024-25 | FY 2023-24 |
|---|------------|------------|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 0 | 0 |
| Complaints on POSH as a % of female employees / workers | 0 | 0 |
| Complaints on POSH upheld | 0 | 0 |

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is deeply committed to fostering and nurturing an inclusive workplace culture. In pursuit of this objective, the Company has developed robust BRSR and Equal Employment Opportunity policies, which delineate guidelines for cultivating an inclusive work environment free from discrimination based on race, colour, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law.

Furthermore, the Company has implemented a comprehensive grievance mechanism designed to collect, organize, and address cases related to discrimination and harassment effectively. Regular internal sessions are conducted to educate and raise awareness among employees regarding the importance of upholding these policies and fostering an environment of respect and inclusivity.

9. Do human rights requirements form part of your business agreements and contracts?

We are evaluating the scope of including human rights assessment requirement to be a part of the Company's business agreements and contracts.

10. Assessment of the Year

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child labour | 100 % |
| Forced labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – Please specify | |

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

As human rights complaint was not reported in FY 2024-25, hence not applicable.

2. Details of the scope and coverage of any Human rights due diligence conducted.

Gloster Limited's Ananya Unit has been awarded the SA 8000:2014 certification by Social Accountability International (SAI) for its efforts in advancing human rights in the workplace.

The SA 8000 standard is a leading social certification program that provides a framework for organizations to develop, maintain, and apply socially acceptable practices in the workplace. By achieving this certification, Gloster Limited's Ananya Unit has demonstrated its commitment to upholding the highest standards of human rights, labour practices, and social responsibility.

This recognition from Social Accountability International underscores Gloster Limited's dedication to creating a work environment that respects the dignity and well-being of its employees, and its ongoing efforts to integrate ethical and socially responsible practices throughout its operations.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, Gloster Limited has ensured that most of its key establishments, including offices and plant sites, are accessible to people with disabilities. The company has taken several measures to create an inclusive environment:

- Installation of ramps and elevators to facilitate easy movement for individuals with locomotive disabilities
- Ensuring that doorways and corridors are wide enough to accommodate wheelchair users
- Making restrooms, workstations, and common areas accessible and equipped with necessary accommodations

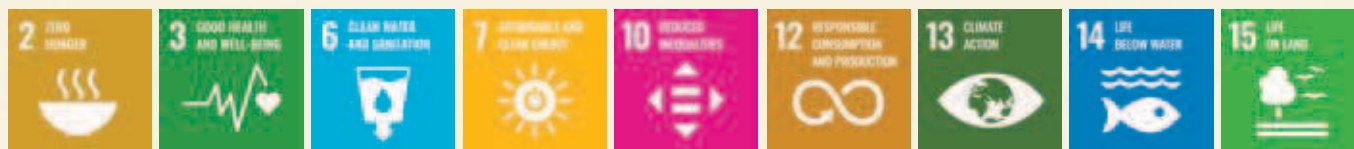
These initiatives demonstrate Gloster Limited's commitment to providing an inclusive and barrier-free work environment for its differently abled employees and visitors. By prioritizing accessibility, the company is fostering a culture of diversity, equity, and equal opportunities for all.

4. Details on assessment of value chain partners

| | % of plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child labour | 100% |
| Forced labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – Please specify | |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators
1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|--|---------------|---------------|
| From renewable sources (TJ) | | |
| Total electricity consumption (A) | 5.50 | - |
| Total fuel consumption (B) | 41.90 | 56.91 |
| Energy consumption through other sources (C) | - | - |
| Total energy consumed from renewable sources (A+B+C) | 47.40 | 56.91 |
| From non-renewable sources (TJ) | | |
| Total electricity consumption (D) | 88.20 | 93.44 |
| Total fuel consumption (E) | 14.11 | 12.57 |
| Energy consumption through other sources (F) | - | - |
| Total energy consumed from non-renewable sources (D+E+F) | 102.30 | 106.01 |
| Total energy consumed (A+B+C+D+E+F) | 149.71 | 162.92 |
| Energy intensity per rupee of turnover (Total energy consumed in TJ / Revenue from operations in INR) | 0.000000023 | 0.000000025 |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | 0.00000049 | 0.0000058 |
| Energy intensity in terms of physical output (Total production in MT) | 0.0025 | 0.0027 |

Note: We are in the process of monitoring water-related metrics and have initiated the installation of meters.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, we have carried out independent assessment by TUV SUD.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Gloster Limited is not classified among the 13 sectors designated as consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.



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3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Water withdrawal by source (in kilolitres) | | |
| (I) Surface water | - | - |
| (II) Ground water | - | - |
| (III) Third party water | - | - |
| (IV) Seawater / desalinated water | - | - |
| (V) Others | - | - |
| Total volume of water withdrawal (in kilolitres) | - | - |
| Total volume of water consumption (in kilolitres) | - | - |
| Water intensity per rupee of turnover (Total water consumption / Revenue from operations) | - | - |
| Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) | - | - |
| (Total water consumption / Revenue from operations adjusted for PPP) | - | - |
| Water intensity in terms of physical output | - | - |
| Water intensity (optional) – the relevant metric may be selected by the entity | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

4. Provide the following details related to water discharged:

| Parameter | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Water discharge by destination and level of treatment (in kilolitres) | | |
| (I) To Surface water | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (II) To Ground water | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (III) To Sea water | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (IV) Sent to third parties | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (V) Others | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| Total water discharged (in kilolitres) | - | - |

If any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

We have not yet implemented a Zero Liquid Discharge (ZLD) mechanism at Gloster Limited. However, we are actively exploring plans to develop ZLD systems for both our DTA and Ananya units as part of our commitment to becoming water positive. As an initial step, we have installed water meters at the Ananya and DTA unit and have begun measuring water withdrawal to better manage our water usage.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|-------------------------------------|--------|------------|------------|
| Nox | Tonnes | 11.39 | 37.14 |
| Sox | Tonnes | 0.13 | 0.15 |
| Particulate matter (PM) | Tonnes | 42.78 | 135.84 |
| Persistent organic pollutants (POP) | - | - | - |
| Volatile organic compounds (VOC) | - | - | - |
| Hazardous air pollutants (HAP) | - | - | - |
| Others – please specify | - | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, we have carried out independent assessment by TUV SUD.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|--|---------------------------------|------------|------------|
| Total scope 1 emission | Metric tonnes of CO2 equivalent | 5,151.14 | 6,528.74 |
| Total scope 2 emission | Metric tonnes of CO2 equivalent | 17,810.82 | 18,584.50 |
| Total scope 1 & 2 emission | Metric tonnes of CO2 equivalent | 22,961.95 | 25,113.2 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) (Total emissions in tCO2e / Revenue from operations in INR) | | 0.0000036 | 0.0000039 |
| Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions in tCO2e / Revenue | | 0.000076 | 0.000089 |
| Total Scope 1 and Scope 2 emission intensity in terms of physical output (Total production in MT) | | 0.39 | 0.42 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, we have carried out independent assessment by TUV SUD.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

At Gloster Limited, managing greenhouse gas (GHG) emissions is a key priority, supported by an effective environmental management system and the adoption of innovative technologies. Our goal is to reduce our carbon footprint and progress toward carbon neutrality by consistently monitoring significant GHG emissions and exceeding regulatory requirements.

As part of our efforts, we have transitioned to LPG-fired boilers, successfully installing them at the Ananya unit to lower emissions and improve energy efficiency. Additionally, we have eliminated our dependence on coal by recycling jute process waste (jute caddies) as a renewable energy source. This not only reduces greenhouse gas emissions and air pollution but also addresses waste management challenges. By replacing coal with jute waste fuel, we minimize the carbon footprint associated with coal mining and transportation, support a circular economy, reduce operational costs, and enhance energy efficiency.

Further reinforcing our commitment to sustainability, we have installed a 1.4 MW rooftop solar power system at the Ananya unit. Together, these initiatives underscore our dedication to environmental stewardship and sustainable development.



GLOSTER LIMITED

9. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|--|--------------------|--------------------|
| Total waste generated (MT) | | |
| Plastic waste (Empty dye packet) | 0.108 | 0.10 |
| E-waste | - | - |
| Bio-medical waste | 0.0195 | 0.0225 |
| C&D waste | 0 | - |
| Battery waste | 1.12 | 1.80 |
| Radioactive waste | 0 | - |
| Other hazardous waste. Please specify if any | 14.82 | 14.25 |
| Other Non-hazardous waste generated (H). Please specify, if any. | 861.54 | 792.63 |
| Total waste generated | 877.60 | 808.81 |
| Waste intensity per rupee of turnover (Total waste generated in MT / Revenue from operations in INR) | 0.00000014 | 0.000000125 |
| Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated in MT / Revenue from operations adjusted for PPP) | 0.000002893 | 0.000002862 |
| Waste intensity in terms of physical output (Total production in MT) | 0.014985 | 0.01366 |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in MT) | | |
| Category of waste | | |
| Recycled | - | - |
| Reused | - | - |
| Other recovery option | - | - |
| Total | - | - |
| For each category of waste generated, total waste disposed by nature of disposal method (in MT) | | |
| Category of waste | | |
| Incineration | - | - |
| Landfilling | - | - |
| Other disposal options | - | - |
| Total | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Yes, we have carried out independent assessment by TUV SUD.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

At Gloster Limited, we have implemented comprehensive waste management practices focused on minimizing environmental impact and ensuring safety. A key aspect of our strategy to reduce the use of hazardous and toxic chemicals involves substituting harmful substances with environmentally friendly alternatives. For instance, we have replaced Jute Batching Oil (JBO), which contained harmful poly-aromatic hydrocarbons (PAHs), with Rice Bran Oil (RBO) in the jute emulsion process. This transition enables us to produce "hydrocarbon-free" jute products, including food-grade jute bags used for packaging commodities such as cocoa, coffee, tea, and rice.

Our food-grade packaging products comply with the IJO Standard 98-01 (2005) and the German Regulation on AZO dyes, ensuring they are free from harmful substances and carcinogenic chemicals. Additionally, we ensure the proper disposal of any hazardous waste generated during our operations by engaging authorized recyclers, thereby maintaining adherence to environmental and safety standards. Through these measures, we demonstrate our commitment to sustainable production and responsible waste management.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of our operations are located in/around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Gloster Limited adheres to all relevant environmental laws, regulations, and guidelines in India.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):
We do not operate in areas of water stress.
2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|--|--|------------|------------|
| Total Scope 3 emissions | Metric tonnes of CO2 equivalent | 20,086.63 | 18,101.59 |
| Total Scope 3 emissions per rupee of turnover | (tCO2/INR) | 0.0000031 | 0.000028* |
| Total Scope 3 intensity per unit of production (optional) | (tCO2/MT) | 0.34 | 0.31 |
| Note: The above figure includes emissions from Category 1, 2, 3, 5, 9 | | | |

*Data for FY 2023-24 has been restated

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Gloster Limited does not operate in ecologically sensitive areas; therefore, there are no significant direct or indirect impacts on biodiversity in such regions. However, we are actively engaged in plantation programmes aimed at enhancing biodiversity within and around our operational premises. These initiatives contribute to the preservation and enrichment of the local ecosystem, reflecting our commitment to environmental protection and sustainable development.



4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| Sr. No | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|--------|--|--|--|
| 1 | Installation of energy-efficient water chiller | Installed 1 no. 2000 liters/hour energy-efficient water chiller, replacing 6 nos. 380 liters/hour old cooler machines for providing cold drinking water to workmen. | Improved energy efficiency and reduced electricity consumption for drinking water cooling. Enhanced worker comfort. |
| 2 | Upgradation of drive system in Jigger machine | Replaced old driving system with PLC-controlled AC variable drive in 1 no. Jigger machine. | Improved energy efficiency, smoother operations, and enhanced process control. |
| 3 | LED tube light installation | Installed 200 nos. LED tube lights at Spinning & Drawing departments. | Reduced lighting energy consumption and improved illumination quality. |
| 4 | LED High Bay light installation | Installed 20 nos. 140-watt LED High Bay lights at Bale Godown, Process House, S4, Finishing, and Boiler departments. | Enhanced lighting efficiency and reduced power usage in high-ceiling areas. |
| 5 | Replacement of flat belt drives | Replaced 6 nos. flat belt drives with direct drive systems equipped with electronic (AC variable) controllers on spinning machines. | Reduced energy losses, improved transmission efficiency, and better speed control. |
| 6 | Installation of energy-efficient spinning machines | Installed 16 nos. energy-efficient spinning machines equipped with IE4 motors. | Achieved higher productivity with lower energy consumption. |
| 7 | HVLS fans installation | Installed 2 nos. High Volume Low Speed (HVLS) fans at Finishing department. | Improved air circulation and workplace comfort with minimal energy usage. |
| 8 | Installation of Eco-air exhaust fans | Installed 7 nos. Eco-air exhaust fans at Ring Spinning & Sale Yarn departments to facilitate cross ventilation. | Maintained healthy working environment with reduced dependency on energy-intensive ventilation systems. |
| 9 | Installation of high-efficiency NSC Drawing machines | Installed 15 nos. high-efficiency, high-speed NSC Drawing machines at Ring Spinning department. | Enhanced productivity and reduced energy consumption per unit of output. |
| 10 | Energy-efficient sewing machines | Installed 200 nos. energy-efficient JUKI sewing machines at Ananya. | Improved energy savings and machine reliability with consistent performance. |
| 11 | Variable frequency drives (VFDs) installation | Installed 21 nos. Variable Frequency Drives (VFDs) across various machines. | Achieved optimized motor speed control, leading to energy savings and reduced mechanical stress. |
| 12 | Installation of rooftop solar panels at Ananya unit | The company has installed 1.4 MW rooftop solar panels at its Ananya manufacturing unit to support its shift toward renewable energy and reduce dependency on fossil fuels. | The initiative has helped lower carbon emissions, improved energy efficiency, and contributed to cost savings at the unit. |

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Gloster Limited is currently improving its existing Emergency Action Plan to addresses potential risks unique to the jute industry, such as supply chain interruptions, machinery breakdowns, or natural calamities that could impact crop production. We are in the process of developing a comprehensive strategy that includes data backup systems, alternative sourcing options, and emergency response protocols to maintain production and delivery schedules. By prioritizing employee safety, safeguarding assets, and establishing clear communication channels, we aim to minimize downtime and financial losses, thereby maintaining customer trust and long-term sustainability even in the face of adversity.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Gloster Limited does not engage in any activities that could potentially harm the environment through its supply chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

We are in the process of identifying critical suppliers based on the value and nature of our business relationships. As part of this initiative, we are developing a comprehensive ESG assessment checklist. This checklist will be integrated into our supplier due diligence process and applied during both the onboarding of new suppliers and the periodic review of existing partners. Additionally, all our suppliers are required to comply with the company's Supplier Code of Conduct, which mandates adherence to applicable socio-environmental regulations. These steps reflect our commitment to improving transparency, responsible sourcing, and sustainable practices throughout our value chain.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.



1.a. Number of affiliations with trade and industry chambers/ associations.

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| Sr. No | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| 1 | Indian Chamber of Commerce | National |
| 2 | Indian Jute Mills Association (IJMA) | National |
| 3 | Indian Jute Industries Research Association | National |
| 4 | Federation of Indian Exporters Organisation | National |
| 5 | The South India Textile Research Association (SITRA) | National |
| 6 | The Bengal Chamber of Commerce & Industry | National |
| 7 | Confederation of Indian Industry (CII) | National |
| 8 | Indo German Chamber of Commerce | National |
| 9 | Indo American Chamber of Commerce | National |
| 10 | Export Promotion Council for Handicrafts (EPCH) | National |
| 11 | Jute Products Development and Export Council (JPDEC) | National |

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Gloster Limited has not engaged in any anti-competitive conduct.

Leadership Indicators

1. Details of public policy positions advocated by the entity:

None

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.



Essential Indicators

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

The CSR Committee regularly undertakes internal evaluations to assess the impact and effectiveness of ongoing CSR initiatives.

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.**

Not applicable, as Gloster Limited has not undertaken any recent land acquisitions. All ongoing expansion projects at the main unit in Bauria are being carried out exclusively on land that is already owned or previously acquired by the company.

- Describe the mechanisms to receive and redress grievances of the community.**

At Gloster Limited, our Corporate Social Responsibility (CSR) initiatives are closely aligned with our vision and mission to improve the quality of life for communities around our operational areas. We are committed to building transparent and reliable relationships with local communities, placing their well-being at the core of our efforts.

Our CSR programmes focus on key areas such as education, healthcare, and social welfare. We actively engage with community members to understand their needs and incorporate their feedback into our initiatives, aiming to uplift living standards in the surrounding regions.

The CSR Committee plays a central role in ensuring that all projects are implemented effectively and deliver tangible benefits to society. As part of our community-centric approach, we have established a grievance redressal mechanism. Through this system, CSR committee representatives interact directly with local residents to identify and address any concerns. Based on these discussions, appropriate solutions and support measures are provided to resolve issues and promote sustainable community development.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

| Parameter | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Directly sourced from MSMEs/ small producers | 14.48% | 4.06% |
| Sourced directly from within India | 92.15% | 88.23% |

- Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

| Location | FY 2024-25 | FY 2023-24 |
|--------------|------------|------------|
| Rural | 92% | 91.6 % |
| Semi-urban | 0% | 0% |
| Urban | 0% | 0% |
| Metropolitan | 8% | 8.4% |

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).

Not applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.

Not Applicable

3. a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

Yes. Gloster Limited has implemented a preferential procurement policy in alignment with Business Responsibility and Sustainability Reporting (BRSR) Principle 8, which

emphasizes inclusive growth and equity. This policy reflects our commitment to supporting economic empowerment by prioritizing suppliers from vulnerable and marginalized groups in our procurement processes

- b) From which marginalised/vulnerable groups do you procure?

Gloster Limited offers assistance to registered farmers in cultivating organic jute and obtaining certification from the National Programme for Organic Production (NPOP). The involvement of IMO organic raw jute farmers has risen from 110 in 2013 to around 461 in 2024, with 352 of them being certified by IMO.

- a) What percentage of total procurement (by value) does it constitute?

At present, procurement of organic jute accounts for less than 1% of Gloster Limited's total input raw materials by value.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

| Sr. No | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|--------|--|--------------------------|---------------------------|------------------------------------|
| 1 | Not applicable | | | |

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

6. Details of beneficiaries of CSR Projects:

| S. No. | CSR projects | Nos. of persons benefited from CSR projects | % of beneficiaries from vulnerable and marginalized groups |
|--------|----------------------|---|--|
| 1 | Plantation Programme | 4,278 | - |
| 2 | Vidya Prachar | 155 | 100% |
| 3 | Aarogya Jeevan | 4,224 | 100% |



GLOSTER LIMITED

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.



Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We at Gloster Limited follow a structured approach to manage consumer complaints and feedback. Consumers can share their concerns via email with the respective department. Upon receiving a complaint, our department heads from Procurement, Production, and Sales & Marketing evaluate its validity and initiate an investigation if necessary. Any issues that remain unresolved are escalated to our leadership team for further review and resolution.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

| | As a percentage to total turnover |
|---|-----------------------------------|
| Environmental and social parameters relevant to the product | 100% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 100% |

3. Number of consumer complaints in respect of the following:

| | FY 2024-25 | | | FY 2023-24 | | |
|--------------------------------|--------------------------|---------------------------------------|--|--------------------------|---------------------------------------|---|
| | Received during the year | Pending resolution at the end of year | Remarks | Received during the year | Pending resolution at the end of year | Remarks |
| Data privacy | 0 | 0 | 0 | 0 | 0 | - |
| Advertising | 0 | 0 | 0 | 0 | 0 | - |
| Cyber-security | 0 | 0 | 0 | 0 | 0 | - |
| Delivery of essential services | NA | NA | NA | NA | NA | NA |
| Restrictive Trade Practices | 0 | 0 | 0 | 0 | 0 | - |
| Unfair Trade Practices | 0 | 0 | 0 | 0 | 0 | - |
| Other | 3 | 0 | Damp packing sheet of bale, broken bale hoop and excess moisture content – weight complaint. | 2 | 0 | Incorrect product labelling & Cloth length reconciliation issue |

4. Details of instances of product recalls on account of safety issues:

| | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | Nil | - |
| Forced recalls | Nil | - |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy?

(Yes/No) If available, provide a web-link of the policy.

As part of our ongoing efforts to enhance operational efficiency, we at Gloster Limited are evaluating the digitalization of our customer and back-office processes. To address previous data integrity issues, we have upgraded our ERP system from Software Technologies Ltd. to SAP B1. All internal documents are now securely managed and limited to internal circulation. Guided by the results of our risk assessment, we are also developing a comprehensive framework to address cybersecurity and data privacy risks.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - 0
- Percentage of data breaches involving personally identifiable information of customers – Nil
- Impact, if any, of the data breaches – Not applicable

Leadership indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information about company products can be found on the company websites and in the Sustainability Report. Gloster Limited actively participates in exhibitions and international trade shows to present its products on B2B platforms and promote awareness about the use of jute products, emphasizing their biodegradable nature and minimal environmental impact.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Our finished products are crafted from jute, a natural and biodegradable material. As such, we advocate for establishing an environmentally sustainable end-to-end value chain for our stakeholders. Additionally, we educate consumers about the eco-friendly advantages of jute bags, including their biodegradability, durability, affordability, and strength, through connections with wholesalers and trade partners.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Gloster Limited operates as a vertically integrated company, experiencing infrequent disruptions in its manufacturing process. Export orders are accepted only after thorough capacity evaluations, mitigating risks associated with low production levels. Given that the company's operations and products/services do not meet the criteria for essential services, this aspect is not applicable to Gloster Limited.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Marks are usually made as per requirement of the buyer and/or as per importing country's requirement. Basic details displayed such as - product name, weight, country of origin, bale no. etc. We take annual feedback from some of our customers regarding their satisfaction, as a part of our activity of QMS as per ISO 9001:2015.

Jute, being a natural fiber, doesn't necessitate product labelling. However, products exported to developed countries adhere to geographically mandated quality standards. Our R&D team consistently updates our food-grade jute bags to comply with evolving requirements outlined in the IJO 98/01 standard, the primary standard for food-grade packaging in India. There have been no instances of non-compliance with product and service information labelling during the reporting period, reflecting our commitment to product responsibility.

Gloster Limited places a high priority on carefully evaluating customer feedback to gain valuable insights into customer preferences and perceptions. Prompt improvement initiatives are implemented throughout the value chain based on customer reviews collected from online and offline channels annually, illustrating our proactive approach to assessing customer feedback.



GLOSTER LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and affairs. The Company firmly believes that Corporate Governance is a powerful tool to serve the long term growth of the Company and it continues to give priority to the principles and practice of Corporate Governance. The Company lays great emphasis on the broad principles of Corporate Governance and views corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on corporate governance is to enhance the long-term economic value of the company, sustainable return to its stakeholders i.e. the society at large, by adopting best corporate practices in fair and transparent manner and by aligning interest of the company with that of its shareholders/ other key stakeholders. Corporate governance is not merely

compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of company's objects with a view to translate opportunities into reality.

2. BOARD OF DIRECTORS

COMPOSITION AND CATEGORY

The Board of Directors of the Company have an optimum combination of Executive, Non –Executive and Independent Directors having requisite knowledge and expertise in business & industry, corporate finance, taxation, legal matters, risk management and marketing.

As on 31st March 2025, the Board comprises of 6 (six) Directors, out of whom, 4 (four) are Independent Directors (including one Woman Independent Director), one Executive Director and one Non-Executive Non-Independent Director.

Composition of the Board as on 31st March 2025 is given below:

| Category | Number of Directors | Percentage to total number of Directors |
|-------------------------------------|---------------------|---|
| Executive Directors | 1 | 16.67 |
| Non-Executive Independent Directors | 4 | 66.67 |
| Other Non-Executive Directors | 1 | 16.66 |
| Total | 6 | 100.00 |

The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015 read with Section 149 of the Companies Act, 2013.

The names and category of the Directors on the Board, the number of Directorships and Committee memberships / Chairmanships held by them in other Companies during the year ended 31st March, 2025 are given below:

| Name of Director | Category of Directorship | Directorship in Other Companies [#] | No. of Board Committees (other than Gloster Ltd) in which Chairman / Member | | Shareholding as at 31.03.2025 |
|---|-------------------------------|--|---|----------|-------------------------------|
| | | | Chairman | Member @ | |
| Sri Hemant Bangur (DIN: 00040903) | Promoter, Executive Chairman | 9 | 0 | 3 | 7,52,278 |
| Sri Satyendra Nath Bhattacharya (DIN: 06758088) | Non-Executive Independent | Nil | Nil | Nil | Nil |
| Dr. Prabir Ray (DIN: 00698779) | Non-Executive Independent | Nil | Nil | Nil | Nil |
| Sri Rohit Bihani (DIN: 00179927) | Non-Executive Independent | Nil | Nil | Nil | Nil |
| Smt. Ishani Ray (DIN: 08800793) | Non-Executive Independent | 5 | 3 | 4 | Nil |
| Sri Yogendra Singh (DIN: 10229584) | Non-Executive Non-Independent | Nil | Nil | Nil | Nil |

[#]Other Directorships do not include Directorships of private limited companies, section 8 companies and foreign companies and Alternate Directorships.

^{\$}Only membership of Audit Committee and Stakeholders Relationship Committee is considered.

[@]Member includes Chairman

[^] Sri Dharam Chand Baheti (DIN: 00040953) resigned from directorship w.e.f. end of business hours of 13th September 2024

None of the Directors holds directorship in more than 20 Companies.

None of the Directors holds directorship in more than 10 public companies.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

No Director is related to any other Director on the Board in terms of the definition of Relative given under section 2(77) of the Companies Act, 2013.

The Directors of the Company do not serve as Independent Directors in more than 7 listed Companies.

All the Directors have made the requisite disclosures regarding Committee positions held by them in other companies.

Particulars about Directors retiring by rotation and eligible for re-appointment and seeking re-appointment are annexed to the Notice.

Details of directorship of aforesaid Directors in other listed entities and their category of directorship as on 31st March, 2025 are given below:

| Name of the Director | Name of the listed company | Category |
|---------------------------------|---|-------------------------------|
| Sri Hemant Bangur | 1. Shri Vasuprada Plantations Limited 2. The Cochin Malabar Estates & Industries Ltd. 3. The Phosphate Company Ltd. | Non-Executive Non-Independent |
| | 4. Texmaco Rail & Engineering Limited | Independent |
| Smt. Ishani Ray | 1. ABC India Limited 2. Suraksha Diagnostic Limited 3. Emami Realty Limited | Independent |
| Sri Rohit Bihani | NIL | NA |
| Sri Satyendra Nath Bhattacharya | NIL | NA |
| Sri Prabir Ray | NIL | NA |
| Sri Yogendra Singh | NIL | NA |

INDEPENDENT DIRECTORS

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder and Listing Regulations, the Independent Directors of the Company are appointed for not more than two terms of maximum of five years each and shall not be liable to retire by rotation.

In the opinion of the Board, the Non-Executive Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation and are independent of the management. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulation is issued and disclosed on website of the Company and can be accessed at <https://www.glosterjute.com/independentdirectors>.

An Independent Director inducted on the Board is briefed about the Company's culture and are also introduced to the organization structure, Board procedures and business strategy. No Independent Director has resigned from the Board before the expiry of his/ her tenure during the year.

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 7th February, 2025 to review the performance of the Board as whole,

its Committees and all the individual Directors including the Chairman. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

All the Independent Directors of the Company are registered in the Independent Directors' Databank.

BOARD PROCEDURE

The Board meets at least once a quarter to review the quarterly business and the financial performance of the company. The yearly calendar of the meetings is finalized before the beginning of the year and additional meetings are held whenever necessary. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. The Board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in advance and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman. The Audit Committee and the Board periodically reviews the status of the compliances with the applicable laws.

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable



and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting, on the overall performance of the Company.

The Board's function is not limited to matters requiring statutorily the Board's approval. The Board is involved in all the important decisions relating to the company including policy matters, strategic business plans, new avenues of investment and expansion, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

The Minutes of the Board Meetings are circulated to all Directors and are signed at subsequent Meeting.

The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board. The Minutes of the Board Meetings of the subsidiary companies are also regularly placed before the Board.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING

During the financial year ended 31st March, 2025, 5 (five) Board Meetings were held, on 30th May, 2024, 9th August, 2024, 13th September, 2024, 13th November, 2024 and 7th February, 2025. The maximum time interval between any two meetings was within the maximum time allowed pursuant to the Companies Act, 2013 and SEBI Regulations. The attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

| Name of the Director | No. of Board Meetings attended | Attendance at last AGM held on 9th August, 2024 |
|---------------------------------|--------------------------------|---|
| Sri Hemant Bangur | 5 | Yes |
| Sri Dharam Chand Baheti* | 3 | Yes |
| Sri Satyendra Nath Bhattacharya | 5 | Yes |
| Sri Prabir Ray | 5 | Yes |
| Sri Rohit Bihani | 2 | No |
| Smt. Ishani Ray | 5 | Yes |
| Sri Yogendra Singh | 4 | Yes |

* resigned with effect from end of the business hours of 13th September, 2024

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Board Evaluation policy provides a framework and set standards for the evaluation of the Board as a whole, its committees and individual directors.

Following are the major criteria applied for performance evaluation of the Independent Directors:

- I. Professional qualification & experience
- II. Level of integrity & confidentiality
- III. Availability for meetings and preparedness
- IV. Understanding of governance, regulatory, legal, financial, fiduciary, ethical requirements.
- V. Knowledge of the Company's key activities, financial condition and key developments
- VI. Contributions to strategic planning process and value addition to the Company
- VII. Ability to work as a team
- VIII. Independence & conflict of interest
- IX. Adherence to ethical standards & code of conduct
- X. Voicing of opinion freely and independently

FAMILIARISATION PROGRAMME

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. The details of familiarization programme imparted to independent directors has been posted in the website of the Company and can be accessed at <https://www.glosterjute.com/assets/pdf/news/familiarization.pdf>

The skills / expertise / competence of the Board of Directors identified by Board of Directors as required for the Company can be broadly categorized as follows:

- Knowledge of Industry
- Financial Experience
- Risk Management
- Effective Leadership
- Corporate Sustainability & Responsibility
- Innovation Research & Development

The Board is skill based comprising of Directors who collectively have the skills, knowledge and competencies to effectively govern and direct the organization.

The skills, knowledge and competencies required on the Board will change as the organization evolves.

MATRIX HIGHLIGHTING CORE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors have identified the following skills / expertise / competency required for the Company and the availability of such skills with the Board of Directors:

| Area of core skill / expertise / competence | Name of Director having such core skill / expertise / competence |
|--|--|
| Leadership | Sri Hemant Bangur, Smt. Ishani Ray, Sri Prabir Ray, Sri S. N. Bhattacharya, Sri Rohit Bihani, Sri Yogendra Singh |
| Jute Industry, Manufacturing & Plant Operations | Sri Hemant Bangur, Sri Prabir Ray |
| Financial Management, Accounting and Compliances | Sri Hemant Bangur, Smt. Ishani Ray, Sri Prabir Ray, Sri S. N. Bhattacharya, Sri Rohit Bihani, Sri Yogendra Singh |
| Innovation, Research and Development | Sri Prabir Ray |
| Strategic Planning including Risk Management | Sri Hemant Bangur, Smt. Ishani Ray, Sri Prabir Ray, Sri S. N. Bhattacharya, Sri Rohit Bihani, Sri Yogendra Singh |

Detailed Profiles of the Directors are available on the Company's Website.

3. SENIOR MANAGEMENT PERSONNEL

As of 31st March, 2025, the following individuals were identified as Senior Management Personnel of the Company:

| Sr. No. | Name | Designation |
|---------|------------------------|--------------------------------|
| 1 | Sri Ajay Kumar Agarwal | Group Chief Financial Officer |
| 2 | Sri Ayan Datta | Company Secretary |
| 3 | Sri B L Atal | General Manager – Sales |
| 4 | Sri D P Sharma | General Secretary |
| 5 | Sri Hridyanand Choubey | President |
| 6 | Smt. Manidipa Guha | Manager - Diversified Products |
| 7 | Sri R K Maheswari | General Manager – Purchase |
| 8 | Sri Subhasis Ghosh | Manager IT |

During the Financial Year 2024-25, Sri Hridyanand Choubey - President, was appointed as a Senior Management Person and Sri D P Bohra, Manager – Raw Jute, Sri Debashis Adhikary - GM (Operation) and Sri O P Sharma - Commercial Manager ceased to be Senior Management Personnel.

4. AUDIT COMMITTEE COMPOSITION

The Audit Committee comprises of 4 Non-Executive Independent Directors, and one Executive Director. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulation. All the members of the committee are well versed with finance & accounts, legal matters, company law, corporate affairs and general business practices.

The composition of the Committee is as follows:

| Name of the Director | Position | Category |
|-----------------------|-------------|------------------------------------|
| Smt. Ishani Ray | Chairperson | Non-Executive Independent Director |
| Sri S.N. Bhattacharya | Member | Non-Executive Independent Director |
| Sri Prabir Ray | Member | Non-Executive Independent Director |
| Sri Rohit Bihani | Member | Non-Executive Independent Director |
| Sri Hemant Bangur | Member | Executive Director |



The Company Secretary acts as Secretary to the Committee.

The Chairperson of the Audit Committee is an Independent Director.

The Committee is empowered, pursuant to its terms of reference, inter-alia to:

- investigate any activity within its terms of reference or referred to it by the Board
- seek information from any employee
- obtain outside legal or other professional advice
- secure attendance of outsiders with relevant expertise, if it considers necessary
- have full access to information contained in the records of the Company

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meetings.

BROAD TERMS OF REFERENCE

The Audit Committee assists the Board in discharging its responsibilities regarding compliance with legal and regulatory requirements, the quality and integrity of the accounting, auditing, reporting practices & financial disclosures of the company and broadly performs the following functions:

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board the appointment, remuneration, and terms of appointment of auditors of the company.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
- e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the Company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the Company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the function of the Whistle Blower mechanism;
- s) Approval of appointment of CFO or the Wholetime Finance Director or any other person heading the finance function or discharging that function, after assessing the qualifications, experience & background, etc. of the candidate;

- t) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
 - u) Consider and comment on rationale, cost benefits and impact of schemes involving merger/demerger/amalgamation on the company and its shareholders
 - v) Approval or any subsequent modification of transactions of the company with related parties
 - w) Scrutiny of inter corporate loans and investments
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.
 - statement of deviations, if any

The Audit Committee also reviews the following –

- Management discussion and analysis of financial condition and result of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2025, four Audit Committee Meetings were held on 30th May, 2024, 9th August, 2024, 13th November, 2024 and 7th February, 2025. The maximum time interval between any two meetings was within the maximum time allowed pursuant to the Companies Act, 2013 and SEBI Regulations. The Audit Committee also met prior to the finalization of accounts for the year ended 31st March 2025.

The attendance at the Audit Committee Meetings during the financial year ended 31st March, 2025 is as under:

| Name of the Director | No. of meetings attended |
|-----------------------|--------------------------|
| Smt. Ishani Ray | 4 |
| Sri S.N. Bhattacharya | 4 |
| Sri Prabir Ray | 4 |
| Sri Rohit Bihani | 1 |
| Sri Hemant Bangur | 4 |

The Company Secretary was present at all the above meetings.

During the year under review, all recommendations of the Audit Committee were accepted by the Board.

The Chairman of the Audit Committee was present at the last AGM of the Company held on 9th August, 2024.

INTERNAL AUDITORS

The Company has appointed M/s. JKVS & Co. (FRN: 3180863), Chartered Accountants, as Internal Auditors for Financial Year 2024-25 to review the internal control systems of the Company and to report thereon. The report of the Internal Auditors is reviewed by the Audit Committee.

5. NOMINATION AND REMUNERATION COMMITTEE:

COMPOSITION

The Nomination & Remuneration Committee comprised of three Non-Executive Independent Directors, and one Executive Director. The composition of the Committee is as follows:

| Name of the Director | Position | Category |
|-----------------------|----------|------------------------------------|
| Sri Prabir Ray | Chairman | Non-Executive Independent Director |
| Sri S.N. Bhattacharya | Member | Non-Executive Independent Director |
| Sri Rohit Bihani | Member | Non-Executive Independent Director |
| Sri Hemant Bangur | Member | Executive Director |

The Composition of Nomination & Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation.

The Company Secretary acts as Secretary to the Committee.



GLOSTER LIMITED

BROAD TERMS OF REFERENCE

The Terms of Reference of Nomination & Remuneration Committee inter-alia includes following :

- Reviewing the overall compensation policy, service agreements and other employment conditions including Annual increments and Commission of Whole-time Directors & Managing Directors
- Approving the minimum remuneration payable to Whole-time Directors & Managing Directors in accordance with Schedule V of the Companies Act, 2013, in the event of loss or inadequacy of profits
- Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board their appointment, removal & a policy, relating to the remuneration of the Directors, Key Managerial personnel and other employees and evaluating every Director's performance
- Formulating the criteria for evaluation of Independent Directors and the Board
- Identifying persons who can be appointed as Directors, Key/ Senior Managerial personnel & recommend to the Board their appointment & removal
- Devising a policy for Board diversity
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable

MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2025, three Nomination and Remuneration Committee Meetings were held on 30th May, 2024, 9th August, 2024 and 13th September, 2024.

The attendance at the Nomination and Remuneration Committee Meetings during the financial year ended 31st March, 2025 is as under:

| Name of the Director | No. of meetings attended |
|-----------------------|--------------------------|
| Sri Prabir Ray | 3 |
| Sri S.N. Bhattacharya | 3 |
| Sri Rohit Bihani | 2 |
| Sri Hemant Bangur | 3 |

The Company Secretary was present at all the above meetings.

The Chairman of the Nomination and Remuneration Committee was present at the last AGM of the company held on 9th August, 2024.

NOMINATION & REMUNERATION POLICY

The Company has formulated a remuneration policy which determines the compensation structure of the Executive/Non Executive Directors. The Company's remuneration policy is in consonance with the existing industry practice and aims at attracting and retaining high caliber talent.

The policy is provided in annexure to the Board's Report and is available on the website of the Company at <https://www.glosterjute.com/policies>.

A. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Commission and Sitting fees. Non-Executive Directors are paid sitting fees - Rs. 20,000/- for each meeting of the Board and Rs. 10,000/- for each Committee meeting thereof, except CSR Committee, where no sitting fees is paid to the Members. The Board of Directors decides the aggregate amount of commission for each year.

B. Remuneration to Whole-time Directors / Managing Directors

The Whole-time Directors & Managing Directors are appointed by the Board at such remuneration as recommended by Nomination & Remuneration Committee and approved by the Board subject to approval of the Shareholders in a General Meeting. The remuneration package of Whole-time Directors & Managing Directors comprises of salary, perquisites and allowances, commission and contributions to Provident and other Funds as approved by the shareholders at General Meetings. Annual increments are recommended by the Nomination & Remuneration Committee and approved by the Board.

DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH, 2025

NON-EXECUTIVE DIRECTORS

| Name of the Director | Sitting Fees (₹) | Commission (₹) # |
|---------------------------------|------------------|------------------|
| Sri Satyendra Nath Bhattacharya | 2,10,000 | 7,00,000 |
| Sri Prabir Ray | 2,10,000 | 7,00,000 |
| Smt. Ishani Ray | 1,40,000 | 7,00,000 |
| Sri Rohit Bihani | 70,000 | 7,00,000 |
| Sri Yogendra Singh | 1,20,000 | 7,00,000* |

* to be paid to LIC

Commission to Non-Executive Directors relates to Financial Year 2024-25 which would be paid in 2025-26.

WHOLE-TIME DIRECTORS /MANAGING DIRECTORS

| Name of the Director | Salary (₹) | Allowances and Perquisites (₹) | Commission (₹) | Service Contract | Notice Period | Severance Fees (₹) |
|---------------------------------------|-------------|--------------------------------|----------------|---------------------------|---------------|--------------------|
| Sri Hemant Bangur, Executive Chairman | 1,32,00,000 | 74,35,000 | 75,00,000 | 5 years w.e.f. 01.04.2024 | 3 months | Nil |
| Sri Dharam Chand Baheti* | 70,63,333 | 31,60,839 | - | 5 years w.e.f. 01.04.2023 | 3 months | Nil |

*resigned with effect from end of business hours of 13th September, 2024

The company has not issued any stock options.

There was no pecuniary relationship or transaction with Non –Executive Directors vis-a-vis the Company other than payment of sitting fees, commission and reimbursement of expenses incurred by them, if any, for attending meetings.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE**COMPOSITION**

The Stakeholders Relationship Committee comprises of two Non-Executive Independent Directors, one Non-executive Director and one Executive Director.

The composition of the Committee is as follows:

| Name of the Director | Position | Category |
|-----------------------|----------|--|
| Sri S.N. Bhattacharya | Chairman | Non-Executive Independent Director |
| Sri Prabir Ray | Member | Non-Executive Independent Director |
| Sri Yogendra Singh | Member | Non-Executive Non-Independent Director |
| Sri Hemant Bangur | Member | Executive Director, Promoter |

The Company Secretary acts as a Secretary to the Committee.

BROAD TERMS OF REFERENCE

The terms of reference of the Stakeholders Relationship Committee inter alia includes following:

- transfer/transmission/transposition of shares;
- consolidation/splitting of folios;
- issue of share certificates for lost, sub-divided, consolidated, rematerialised, defaced, etc;
- review of shares dematerialised and all other related matters;
- investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.
- over seeing performance of the Company's Registrars and Share Transfer Agents.
- carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Committee has delegated its functions to its Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt Ltd., to redress shareholders grievances and provide a periodical report to the said committee at every meeting about the grievances received, solved and pending in addition to their existing functions as follows: -

- to approve share transfers;

- to issue duplicate shares against lost or mutilated share certificates;
- to issue shares against consolidation and sub-division;
- to send a summary of complaints redressed on fortnightly basis;
- to send periodical report on transfers & transmission processed, duplicate share certificates issued.

Share transfer formalities are done within the stipulated time period by the Registrars, M/s. Maheshwari Datamatics Pvt. Ltd. The Compliance Officer is authorised to give effect to share transfers as approved by the Registrars & Share Transfer Agents.

The Share Department of the company and the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI including SEBI Complaints Redress System (SCORES), Stock Exchanges, Department of Company Affairs, Registrar of Companies etc.

The Minutes of the Stakeholders Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.



GLOSTER LIMITED

MEETING AND ATTENDANCE

During the financial year ended 31st March, 2025, four Stakeholders Relationship Committee Meetings were held on 30th May, 2024, 9th August, 2024, 13th November, 2024 and 7th February, 2025.

The attendance of the Stakeholders Relationship Committee meetings during the financial year ended 31st March, 2025 is as under:

| Name of the Director | No. of meetings attended |
|-----------------------|--------------------------|
| Sri Prabir Ray | 4 |
| Sri S.N. Bhattacharya | 4 |
| Sri Hemant Bangur | 4 |
| Sri Yogendra Singh | 4 |

The Chairman of the Stakeholders & Relationship Committee of the company was present at the last AGM held on 9th August, 2024

DELISTING OF COMPANY'S SHARES FROM THE CALCUTTA STOCK EXCHANGE LIMITED (CSE)

The Equity Shares of the Company have been delisted from CSE with effect from 29th January, 2025.

The Equity Shares of the Company continue to be listed on NSE and BSE Limited.

DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS

No shareholder's complaint was received during the year ended 31st March, 2025. There was no complaint outstanding as on 31st March, 2025.

The number of share transfers and requests for dematerialization pending as on 31st March, 2025 were Nil.

Name, Designation & Address of the Compliance Officer:

Sri Ayan Datta, Company Secretary & Compliance Officer

Gloster Limited

21, Strand Road

Kolkata-700001

Telephone 033-22309601(4 lines)

E-mail id – cs@glosterjute.com

Shareholders' / Investors' complaints and other correspondence are attended to within the stipulated time period except where constrained by disputes or legal impediments.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a CSR Committee and has simultaneously approved and adopted a CSR policy based on the recommendations of the CSR Committee.

The CSR Committee's composition as on 31st March, 2025 was as below :

| Name of the Director | Category |
|----------------------------|--|
| Sri Rohit Bihani, Chairman | Non-Executive Independent Director |
| Sri Yogendra Singh | Non-Executive Non-Independent Director |
| Sri Hemant Bangur | Executive Chairman |
| Sri Dharam Chand Baheti* | Managing Director |

*resigned with effect from end of business hours of 13th September, 2024

During the financial year ended 31st March 2025 one CSR Committee meeting was held on 30th May 2024.

The attendance at the CSR Committee meeting during the financial year ended 31st March 2025 is as under:

| Name of the Director | No. of meetings attended |
|----------------------------|--------------------------|
| Sri Rohit Bihani, Chairman | 0 |
| Sri Yogendra Singh | 1 |
| Sri Hemant Bangur | 1 |
| Sri Dharam Chand Baheti* | 1 |

*resigned with effect from end of business hours of 13th September, 2024

8. DISCLOSURE ON MATERIAL SUBSIDIARY COMPANIES

The Company has two Material Subsidiary Companies.

Fort Gloster Industries Limited, incorporated in India on 24.09.1890 is a Material Subsidiary of the Company.

In the AGM held on 11th October 2021, M/s Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No.- 304026E/ E-300009) was appointed as Statutory Auditors of Fort Gloster Industries Limited, to hold office up to the conclusion of Annual General Meeting of the Company for the financial year 2025-26.

Copy of Secretarial Audit report of the Material Subsidiary forms part of this report.

Gloster Nuvo Limited, incorporated in India on 27.01.2020, has become a Material Subsidiary of the Company as per the Audited Financial Statements for the Financial Year 2024-25.

In the AGM held on 30th August 2021, M/s Singhi & Co., Chartered Accountants (Firm Registration No.- 302049E) was appointed as Statutory Auditors of Gloster Nuvo Limited, to hold office up to the conclusion of Annual General Meeting of the Company for the financial year 2025-26.

The Company is in compliance with the provisions governing material subsidiaries. The Company has formulated the Policy

for determining material subsidiaries which is uploaded on the website of the Company and can be accessed at <https://www.glosterjute.com/policies>.

its financial position, safeguarding interest of stakeholders and enhancing its ability to continue as a going concern and maintain a sustainable growth.

The Company is not required to constitute a Risk Management Committee as per the Provisions the Listing Regulations.

9. RISK MANAGEMENT

The Company has a Risk Management Policy to strengthen

10. GENERAL BODY MEETINGS

Location and time, venue of last three Annual General Meetings (AGM) are given below

| Financial Year | Day, Date & Time | Venue of the Meeting | Special resolution passed |
|----------------|---|--|---------------------------|
| 2021-22 | Monday 8th August, 2022 at 11:00 A.M. | Video Conferencing (VC)/Other Audio Visual Means (OAVM) Deemed Venue: 21 Strand Road, Kolkata 700001 | None |
| 2022-23 | Saturday 5th August, 2023 at 11:00 A.M. | Video Conferencing (VC)/Other Audio Visual Means (OAVM) Deemed Venue: 21 Strand Road, Kolkata 700001 | None |
| 2023-24 | Friday 9th August, 2024 at 11:00 A.M. | Video Conferencing (VC)/Other Audio Visual Means (OAVM) Deemed Venue: 21 Strand Road, Kolkata 700001 | None |

No Extra-ordinary General Meeting was held during the year.

The following resolutions are intended to be conducted through Postal Ballot before the Annual General Meeting

- Appointment of Shri Rajappa Shivalingappa (DIN: 02971967) as Director of the Company. – Ordinary Resolution
- Appointment of Shri Rajappa Shivalingappa (DIN: 02971967) as CEO & Whole-time Director of the Company and to fix his remuneration.- Special Resolution
- Re-appointment of Smt. Ishani Ray (DIN: 08800793) as an Independent Woman Director of the Company for the second term of five consecutive years. – Special Resolution
- Re-appointment of Shri Rohit Bihani (DIN: 00179927) as an Independent Director of the Company for the second term of five consecutive years. – Special Resolution

11. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct and Ethics for Directors and Senior Management. The said Code has been communicated to the Directors and the members of the Senior Management. The Code has also been displayed on the Company's website-www.glosterjute.com. All the members of the Board and the senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2025 and a declaration to this effect signed by Sri Hemant Bangur, Executive Chairman, forms part of this report.

12. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities & Exchange Board of India (Prevention of Insider Trading) Regulations, 2015, the Company has adopted a "Code of Practices for Fair Disclosure" and "Code of Conduct for Insider Trading" for prevention of Insider Trading by Company insiders.

13.DISCLOSURES

- a. Related party transactions:** All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Transactions with related parties as per requirements of Indian Accounting Standard are disclosed in Note No. 37 to the Standalone Financial Statements in the Annual Report.

A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulation, the Company has formulated a policy on dealing with Related Party Transactions.



The policy on Related Party Transactions has been uploaded on the website of the Company and can be accessed at <https://www.glosterjute.com/policies>.

- b. **Statutory Compliance, Penalties and Strictures:** There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three financial years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority in this regard.
- c. **Whistle blower policy / Vigil Mechanism:** Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct or any other point of concern. The policy has been uploaded on the website of the Company and can be accessed at <https://www.glosterjute.com/policies>. No personnel has been denied access to the Audit Committee.
- d. **Compliance of mandatory requirements:** The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C of Schedule V of the Listing Regulations. The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2024-25. Quarterly compliance report on Corporate Governance, in the prescribed format, duly signed by the compliance officer is submitted regularly with the Stock Exchanges where the shares of the Company are listed.
- e. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** The Company has adopted Prevention of sexual harassment policy and has established necessary mechanism for protection of women from sexual harassment at work place. No complaints were received during the financial year and there were no complaints pending as at the end of the financial year.
- f. **Accounting Treatment in preparation of Financial Statement:** The financial statements for the year 2024-25 have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- g. **Acceptance of Recommendations of Committees by the Board of Directors:** The Board has accepted all the recommendation of the committees of the Board which is mandatorily required, in the relevant financial year.
- h. **Commodity price risks and commodity hedging activities:** The Company is exposed to the foreign exchange risk for import of raw material, stores & Capital Goods and export of

finished goods and engages in foreign currency hedging with Banks / Stock Exchanges by way of currency forward contracts and currency futures in order to protect its foreign currency exposure from exchange fluctuations.

- i. **Fees paid/ payable to Statutory Auditors:** Total fees for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor and all entities on the network / firm /network entity of which statutory auditor is a part, is given below:

(Amount Rs. in Lakh)

| Particulars | 31.03.2025 |
|---------------------------|--------------|
| Audit Fees | 30.50 |
| Other Services | 12.00 |
| Reimbursement of Expenses | 1.99 |
| Total | 44.49 |

- j. **Annual Secretarial Compliance Report:** Pursuant to Regulation 24A of the Listing Regulations, the Company has obtained the Annual Secretarial Compliance Report for the Financial Year 31st March 2025 confirming compliance of applicable SEBI Regulations and circulars thereunder.
- k. **Details of Utilization of funds raised through preferential allotment or qualified institutional placement:** The company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.
- l. **Disclosure by the Company and its subsidiaries of 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount**
The Company has not given any loans or advances to any firm or companies in which directors are interested

Loans granted to subsidiaries are given in the Notes to Standalone Financial Statements.
- m. **Certificate from Practicing Company Secretary regarding non-debarment and non-disqualification of Directors:** The Company has received declaration from all the Directors on the Board of the Company that they are not debarred or disqualified from being appointed or continuing as directors of companies by SEBI/MCA or any other such statutory authority. A certificate received from Mrs. Sweety Kapoor, Practising Company Secretary in this regard forms part of this report.
- n. **CEO/CFO Certification:** Shri Hemant Bangur, Executive Chairman and Shri Ajay Kumar Agarwal, CFO have issued a certificate according to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

o. Disclosure of adoption of Non-mandatory requirements as specified in Part E of Schedule II of Listing Regulations are as under:

- Non-Executive Chairman's Office: The Company has an executive Chairman.
- Shareholder's Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders separately.
- Modified opinion in Auditors Report: Company's financial statement for the year 2024-25 does not contain any modified audit opinion.
- Reporting of Internal Auditors: The Internal Auditors of the Company submit reports to the Audit Committee.

14. MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year.
- (ii) The approved Unaudited quarterly/ half yearly results and Audited financial results were forthwith sent to the Stock Exchanges and were published in Economic Times (in English) & Ei Samay (in Bengali) for the 1st and 2nd quarter and in Business Standard (in English) & Ajkal (in Bengali) for the 3rd and 4th quarter during the financial year.
- (iii) The Company's Annual Reports, financial results and official news releases are displayed on the Company's website www.glosterjute.com on a dedicated section "Investors" wherein information for shareholders are available.

(iv) No formal presentations were made to the institutional investors and analysts during the year under review.

(v) Management Discussion and Analysis Report forms part of the Annual Report.

(vi) The Company has an exclusive designated e-mail id for Shareholders/ Investors and they may write to the Company at cs@glosterjute.com.

15. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES UNDER REGULATION 30A(2) OF LISTING REGULATIONS

There are no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity as on the date of notification of clause 5A to Para A of Part A of Schedule III of Listing Regulations.

16. GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in the section 'Shareholder Information' which forms part of this Annual Report.

17. GREEN INITIATIVE

Copies of the Annual Report and Notices of the Annual General Meeting / Postal Ballot, etc., of the Company are sent electronically to those shareholders whose email addresses are registered with the Depository Participant(s) / RTA.



GLOSTER LIMITED

SHAREHOLDER INFORMATION

REGISTERED OFFICE

21, Strand Road,
Kolkata – 700 001.

CIN – L17100WB1923PLC004628

Telephone no : +91 33-2230-9601(4 lines)

103RD ANNUAL GENERAL MEETING

Day, Date and Time: Friday, 8th August 2025 at 11:00 A.M.

Venue: The meeting shall be held through Video Conferencing/ Other Audio Video means from the Registered office of the company situated at 21, Strand Road, Kolkata - 700001, which shall be the deemed venue of the meeting.

FINANCIAL YEAR

1st April to 31st March

TENTATIVE FINANCIAL CALENDAR

Financial reporting for the quarter ending June 30, 2025:
By 14th August, 2025

LISTING ON STOCK EXCHANGE

| Name of and Address of Stock Exchange | Scrip Code |
|--|------------|
| National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 | GLOSTERLTD |
| BSE Ltd.: P J Towers, Dalal Street, Mumbai 400001 | 542351 |

Annual Listing Fees for the financial year 2025-26 as prescribed have been paid to Stock Exchanges

Demat ISIN No. For NSDL and CDSL - INE350Z01018

STOCK DEPOSITORY CONNECTIVITY :

National Securities Depository Limited
Central Depository Services (India) Limited

REGISTRAR AND SHARE TRANSFER AGENTS:

Maheshwari Datamatics Pvt. Ltd.

23,R.N.Mukherjee Road, 5th floor, Kolkata 700 001

Tel : +91 33 2243 5029

Fax : +91 33 2248 4787

e-mail : mdpldc@yahoo.com

SHARE TRANSFER SYSTEM

As per Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Physical transfer of shares has been dispensed with and securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April, 2019. Effective from 24th January, 2022, SEBI has mandated for Listed Companies to issue shares in demat form only, after processing the requests in prescribed Form ISR-4 received for issue of duplicate certificate, transmission, transposition, renewal/ exchange of share certificate, endorsement, sub-division/ splitting of certificate, consolidation of certificates, claim from Unclaimed Suspense Account, etc. The RTA will after processing such requests issue a Letter of Confirmation to the concerned shareholder for submission to DP within 120 days from the date of issue of Letter of Confirmation for dematerialisation of shares.

Financial reporting for the half year ending September 30, 2025:
By 14th November, 2025

Financial reporting for the quarter ending December 31, 2025:
By 14th February, 2026

Financial reporting for the year ending March 31, 2026:
By 30th May, 2026

DATE OF BOOK CLOSURE

Saturday, 2nd August 2025 to Friday, 8th August 2025 (both days inclusive)

Dividend Payment date - Upon declaration at the ensuing Annual General Meeting, dividend shall be paid within statutory period of 30 days from the date of declaration.

All communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. Transfer of shares in electronic form are processed and approved by NSDL and CDSL through their Depository Participant without the involvement of the Company.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. However, investors are not barred from holding shares in physical form.

INVESTOR GRIEVANCE REDRESSAL SYSTEM

The Investor grievances / shareholders complaints are handled by the Company's Registrars and Share Transfer Agent M/s Maheshwari Datamatics Pvt. Ltd. Kolkata, in consultation with the Secretarial department of the Company.

Periodical review meetings are held between the officials of the Registrar and Share Transfer Agents and the Company to discuss the various issues relating to share transfer and other allied matters, dematerialization of shares, Investor complaints, etc.

DISPUTE RESOLUTION MECHANISM

SEBI has introduced the Online Dispute Resolution Portal after exercising the primary options to resolve its issue, directly with the company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same can be accessed at the website of the company.

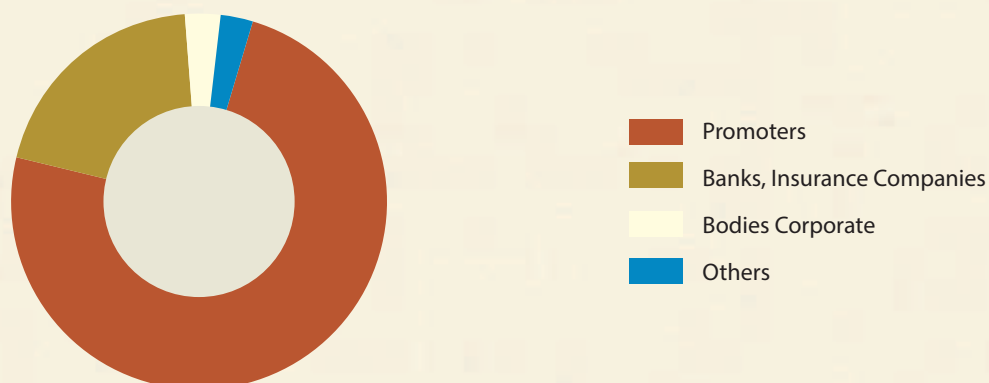
DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2025

| NO. OF EQUITY SHARES HELD | NO. OF SHAREHOLDERS | % OF SHAREHOLDERS | NO. OF SHARES HELD | % OF SHAREHOLDING |
|---------------------------|---------------------|-------------------|--------------------|-------------------|
| Upto 500 | 8,412 | 94.98 | 4,69,754 | 4.29 |
| 501 to 1000 | 205 | 2.31 | 1,43,804 | 1.31 |
| 1001 to 2000 | 120 | 1.35 | 1,66,867 | 1.52 |
| 2001 to 3000 | 32 | 0.36 | 78,779 | 0.71 |
| 3001 to 4000 | 25 | 0.29 | 87,729 | 0.81 |
| 4001 to 5000 | 9 | 0.10 | 40,940 | 0.37 |
| 5001 to 10000 | 27 | 0.31 | 1,77,580 | 1.63 |
| 10001 and above | 26 | 0.30 | 97,77,807 | 89.36 |
| GRAND TOTAL | 8,856 | 100.00 | 1,09,43,260 | 100.00 |

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2025

| CATEGORY | NO. OF SHARES HELD | % OF SHARE CAPITAL |
|--|--------------------|--------------------|
| A. Promoters' Holding | 79,47,938 | 72.63 |
| B. Non-Promoter's Holding | | |
| Banks, Insurance Companies | 15,99,756 | 14.62 |
| Resident Individuals | 11,10,932 | 10.15 |
| Bodies Corporate | 96,174 | 0.88 |
| Investor Education & Protection Fund Authority | 37,638 | 0.34 |
| Non-Resident Individual | 24,344 | 0.22 |
| Trusts | 14,022 | 0.13 |
| Others | 1,12,456 | 1.03 |
| GRAND TOTAL (A+B) | 1,09,43,260 | 100.00 |

Shareholding Pattern



DEMATERIALISATION OF SHARES AND LIQUIDITY

98.32% of the equity shares of the Company have been dematerialized as on 31st March 2025. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have the option to dematerialize their shares with either of the depositories.

STATUS OF DEMATERIALISATION AS ON 31ST MARCH, 2025

| PARTICULARS | NO. OF SHARES | % TO TOTAL CAPITAL | NO. OF ACCOUNTS |
|--|---------------|--------------------|-----------------|
| National Securities Depository Limited (NSDL) | 75,19,129 | 68.71 | 3761 |
| Central Depository Services (India) Limited (CDSL) | 32,40,712 | 29.61 | 5043 |
| Total Dematerialised | 1,07,59,841 | 98.32 | 8,804 |
| Physical | 1,83,419 | 1.68 | 165 |
| Grand Total | 1,09,43,260 | 100.00 | 8,969 |

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every quarter and the report thereon is submitted to the Stock Exchange/s. The Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

NOT APPLICABLE

CREDIT RATING

Various bank facilities of the Company are rated by Acuité Ratings & Research Limited based on Basel II norms followed by the banks under the guidelines of Reserve Bank of India.

All existing & proposed bank facilities have been reviewed and reaffirmed by Acuité Ratings & Research Limited, and rating for long-term bank facilities is 'ACUITE AA-/Stable' and for short-term bank facilities is 'ACUITE A1+'.

UNCLAIMED DIVIDENDS

Members please note that pursuant to Section 24(1) and Section 125 of the Companies Act, 2023, dividends that are unpaid / unclaimed for a period of at least seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding dates when unpaid/unclaimed dividends are due for transfer to IEPF:

| Financial Year | Date of declaration of dividend | Due Date for transfer to IEPF |
|----------------|---------------------------------|-------------------------------|
| 2017-18 | 22nd September, 2018 | 28th October, 2025 |
| 2018-19 | 13th August, 2019 | 18th September, 2026 |
| 2019-20 | 26th September, 2020 | 2nd November, 2027 |
| 2020-21 | 31st August, 2021 | 6th October, 2028 |
| 2021-22 | 8th August, 2022 | 13th September, 2029 |
| 2022-23 | 7th November, 2022 (Interim) | 13th December, 2029 |
| 2022-23 | 5th August, 2023 (Final) | 10th September, 2030 |
| 2023-24 | 9th August, 2024 | 15th September, 2031 |

Therefore members who have so far not encashed their dividend warrants are requested to make their claim to the Company/RTA, well in advance of the above due dates.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (IEPF Rules), the Company has uploaded the information in respect of the unclaimed dividends as on the date of the previous AGM, i.e., 9th August 2024 (102nd AGM) on the website of IEPF viz. www.iepf.gov.in and on the website of the Company at www.glosterjute.com.

DETAILS PERTAINING TO SHARES HELD IN UNCLAIMED SUSPENSE ACCOUNT

| Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as at 1st April, 2024 | Number of Shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the year | Number of Shareholders to whom shares were transferred from Unclaimed Suspense Account during the year | Aggregate Number of Shareholders and the Outstanding Shares in the Unclaimed Suspense Account lying as at 31st March, 2025 |
|---|--|--|--|
| 32 shareholders holding 6,958 shares | None | NIL | 32 shareholders holding 6,958 shares |

Note

The voting rights on the shares outstanding in Unclaimed Suspense Account shall remain frozen till rightful owner claims these shares.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY

Pursuant to section 124 of the Companies Act 2013 read with rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, shares in respect of which dividends have not been claimed for 7 (seven) consecutive years were required to be transferred to Investor Education and Protection Fund Authority. Accordingly 37,638 equity shares of face value of Rs. 10/- each are lying in Investor Education and Protection Fund Authority.

CLAIM FROM IEPF AUTHORITY

Members/ Claimants whose shares and unclaimed dividends have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in) and by sending duly signed physical copy of the same to the Company at its Registered Office along with requisite documents as prescribed in the instruction kit of e-Form IEPF 5. No claims shall lie against the Company in respect of the dividends/shares so transferred. Sri Ayan Datta, Company Secretary is the Nodal officer and Sri Alok Kumar Surana is the Deputy Nodal Officer for IEPF related matters.

Name, Designation & Address of the Nodal/ Deputy Nodal Officer:

| | |
|--|--|
| Sri Ayan Datta, Nodal Officer Gloster Limited 21, Strand Road Kolkata-700001 Telephone 033-22309601(4 lines) E-mail id – cs@glosterjute.com | Sri Alok Kumar Surana, Deputy Nodal Officer Gloster Limited 21, Strand Road Kolkata-700001 Telephone 033-22309601(4 lines) E-mail id – alok.surana@glosterjute.com |
|--|--|

NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

ELECTRONIC CLEARING SERVICE

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for crediting dividends through National Automated Clearing House (NACH) to the investors wherever NACH and bank details are available. In the absence of NACH facility, the Company is required to print the bank account details on the dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. However, members who wish to receive dividend in an account other than the one specified while opening the Depository Account, may notify their DPs about any change in the Bank Account details.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is exposed to the foreign exchange risk for import of raw material, stores & Capital Goods and export of finished goods and engages in foreign currency hedging with Banks / Stock Exchanges by way of currency forward contracts and currency futures in order to protect its foreign currency exposure from exchange fluctuations.



GLOSTER LIMITED

PLANT LOCATION

P.O. Fort Gloster
Bauria, Howrah-711310
West Bengal

ADDRESS FOR CORRESPONDENCE

| Registrar & Share Transfer Agents | Registered Office |
|---|---|
| <p>Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th floor Kolkata 700 001. Tel : +91 33 2243 5029 Fax : +91 33 2248 4787 e-mail : mdpldc@yahoo.com</p> | <p>Ayan Datta, Company Secretary Gloster Limited 21, Strand Road, Kolkata-700 001 Tel :- +91 33 2230 9601 (4 lines) Fax : +91 33 2210 6167, 2231 4222 E-mail : - cs@glosterjute.com</p> |

A Compliance Certificate from Practising Company Secretary regarding compliance of conditions of the Corporate Governance is annexed herewith.

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of Gloster Limited
21, Strand Road, Kolkata-700001

I have examined the compliance of conditions of Corporate Governance by **Gloster Limited [L17100WB1923PLC004628]** ('the Company'), for the year ended **31st March, 2025**, as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and according to the explanations given to me, read with the matter described hereinabove, and the representations made by the Directors and the management, I, certify that the Company has complied with the conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on **31st March, 2025**.

Place : Kolkata
Date : 29/05/2025

Sweety Kapoor
Practising Company Secretary
Membership No. FCS 6410, CP No.5738
UIN: I2003WB399800
PRCN: 6742/2025
UDIN: F006410G000470753

CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT
ANNUAL DECLARATION UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE II OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I declare that in terms of Schedule V under Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company has received affirmation of Compliance with Code of Conduct from all Board Members and Senior Management Personnel of the Company for the financial year ended 31st March, 2025.

Place : Kolkata
Date : 29.05.2025

For Gloster Limited
Hemant Bangur
Executive Chairman

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
Gloster Limited
21, Strand Road, Kolkata-700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Gloster Limited (hereinafter referred to as 'the Company') having [CIN: L17100WB1923PLC004628] and registered office at 21, Strand Road, Kolkata-700 001, produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para – C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Director Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| SL. NO. | DIN | Name of the Director | Date of appointment in Company |
|---------|----------|-----------------------------|--------------------------------|
| 1 | 00040903 | HEMANT BANGUR | 28/02/2018 |
| 2 | 00179927 | ROHIT BIHANI | 21/07/2020 |
| 3 | 00698779 | PRABIR RAY | 17/04/2018 |
| 4 | 06758088 | SATYENDRA NATH BHATTACHARYA | 27/03/2018 |
| 5 | 08800793 | ISHANI RAY | 21/07/2020 |
| 6 | 10229584 | YOGENDRA SINGH | 21/07/2023 |

Note: Shri Dharam Chand Baheti (DIN: 00040953) resigned from Directorship of the Company w.e.f. end of the business hours of 13.09.2024.

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

Place : Kolkata
Date : 29/05/2025

Sweety Kapoor
Practising Company Secretary
Membership No. FCS 6410, CP No.5738
UIN: I2003WB399800
PRCN: 6742/2025
UDIN: F006410G000470601



GLOSTER LIMITED

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Gloster Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Gloster Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

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

Key audit matters

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

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p>Assessment of the carrying value of investments carried at fair value</p> <p>Refer to Note 2.7 – "Financial Assets" Note 2A – "Critical estimates and judgements" Note 5(b) – "Other Investments" and Note 9(a) – "Investments" and Note 33 – "Fair value measurements"</p> <p>As at March 31, 2025, the Company has investments aggregating to Rs. 8,543.28 lakhs in various securities comprising of equity shares in unlisted companies and investments in certain funds. These investments are carried at their fair values determined by the Company as per Ind AS 113 'Fair Value Measurement' and have been categorized as Level 2 and Level 3 in the fair value hierarchy, which is inherently subjective, and their valuation involves using inputs other than quoted prices in an active market in certain cases. For the purpose of valuation of investments in unlisted Companies, the Company's management has engaged independent valuation experts and for the funds, obtained valuation reports from the respective fund houses.</p> <p>We have determined this to be a key audit matter because of the inherently subjective nature of valuation and involvement of significant judgements by the management in assessing the carrying value thereof.</p> | <p>Our procedures included the following:</p> <ul style="list-style-type: none"> • We understood, assessed and tested the design and operating effectiveness of key controls over fair valuation of investments. • We perused the report issued by the external valuation experts engaged by the management and conducted enquiries with them to understand the assumptions considered by them. • We evaluated the competence, capability and objectivity of the valuation experts of the management. • We tested the reasonableness of management's fair value estimates, on a test check basis, by obtaining corroborative pricing from independent sources, where available. • We obtained direct confirmations from the respective fund houses for the valuation of investments and on a sample basis obtained the underlying valuation reports to corroborate the details in the confirmation. • With the involvement of auditor's experts, we assessed the methodology and the appropriateness of the valuation models and inputs used by management's valuation experts. • We validated the source data on a sample basis and tested the arithmetical accuracy of the calculations of valuation of investments. • We assessed the adequacy of the Company's disclosures in standalone financial statement. |

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report along with its Annexures and Report on Corporate Governance included in the Company's Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with National Company Law Tribunal (NCLT), Kolkata, order as stated in Note 2.4 to the standalone financial statements. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the standalone financial statements, Board of Directors 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.
 12. 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.
 13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Report on other legal and regulatory requirements**
14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 15. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the National Company Law Tribunal (NCLT), Kolkata, order as stated in Note 2.4 to the standalone financial statements.
 - (e) On the basis of the written representations received from the directors as on April 01, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 15(b) above on reporting under Section 143(3)(b) and paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 39 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
 - iv.(a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 47(vii)(I) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(vii)(II) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



GLOSTER LIMITED

- v. The dividend declared and paid by the Company during the year is in compliance with Section 123 of the Act.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility (other than for property, plant and equipment and intangible assets) and that has operated throughout the year for all relevant transactions recorded in the software, except that at database level for one accounting software, the audit log of modification does not contain the pre-modified

values. During the course of performing our procedures except the aforesaid instances, we did not notice any instance of audit trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for record retention.

- 16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

Kolkata
May 29, 2025

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/E-300009

Pravin Rajani

Partner

Membership Number: 127460

UDIN: 25127460BMOSXJ9694

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(g) of the Independent Auditor's Report of even date to the members of Gloster Limited on the standalone financial statements as of and for the year ended March 31, 2025

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of Gloster Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note") 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 Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement,

including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/E-300009

Pravin Rajani

Partner

Membership Number: 127460

UDIN: 25127460BMOSXJ9694

Annexure B to Independent Auditor's Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of Gloster Limited on the standalone financial statements as of and for the year ended March 31, 2025

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

i.(a)(A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) As indicated in Note 3 of the standalone financial statements and based on our verification of original conveyance deeds (in the name of Fort Gloster Jute Manufacturing Company Limited) and Orders of Hon'ble High Court dated May 31, 1993 and Hon'ble NCLT Kolkata Bench dated January 19, 2018 sanctioning scheme of demerger and scheme of amalgamation respectively, immovable property (other than self-constructed buildings, roads and properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) being the freehold land amounting to Rs. 21,015.05 lakhs are vested with the Company since April 1, 1992 (being the effective date of demerger).

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or Intangible Assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of

Property, Plant and Equipment (including Right of Use assets) or Intangible Assets does not arise.

(e) No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.

ii.(a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account. Further, the Company is yet to submit the quarterly returns for March 31, 2025 to the banks and hence reporting to this extent under clause 3(ii)(b) of the Order is not applicable to the Company. (Refer Note 47(ii) to the standalone financial statements).

iii.(a) The Company has, during the year, made investments in four portfolio management schemes, one alternate investment fund and equity shares of two subsidiary companies, granted unsecured loans to two subsidiary companies, four other companies, three Limited Liability Partnerships and 2,715 employees and given guarantees for two subsidiary companies. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans and guarantees to subsidiaries and to parties other than subsidiaries are as per the table given below:

| Particulars | Guarantees (Principal Amount) (Rs. in lakhs) | Loans (Rs. in lakhs) |
|---|--|----------------------|
| Aggregate amount granted/ provided during the year | | |
| - Subsidiaries | 47,600.00 | 15,905.00* |
| - Others | - | 5,099.74 |
| Balance outstanding as at balance sheet date in respect of the above case | | |
| - Subsidiaries | 47,600.00 | - |
| - Others | - | 4,964.52 |

The above amounts are included in Note 5(c), Note 9(e), Note 37 and Note 39 to the standalone financial statements.

* Loans given to Fort Gloster Industries Limited amounting to Rs. 7,850 lakhs and Gloster Nuvo Limited amounting to Rs. 8,055 lakhs have been converted into investment in equity shares of the respective companies on March 31, 2025.

- (b) In respect of the aforesaid investments, guarantees, loans, the terms and conditions under which such loans were granted, investments were made and guarantees provided are not prejudicial to the Company's interest.
- (c) In respect of the loans to employees, the schedule of repayment of principal and payment of interest (as applicable) has been stipulated, and the employees are repaying the principal amounts, as stipulated, and are also regular in payment of interest as applicable. In respect of loans to two subsidiary companies, four other companies and three Limited Liability Partnerships [refer Note 5(c), Note 9(e) and Note 37 to the standalone financial statements], the principal amount is repayable on demand, the loans which have been demanded by the Company for repayment during the year have been repaid. Further, the terms and conditions for payment of interest thereon have been stipulated and are also regular in payment of interest.
- (d) In respect of the loans {refer (iii)(c) above}, there is no amount which is overdue for more than ninety days.
- (e) There were no loans which have fallen due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans..
- (f) Following loans were granted during the year, including to related parties under Section 2(76), which are repayable on demand or where no schedule for repayment of principal has been stipulated by the Company.

| Particulars | Related Parties (Rs. in lakhs) |
|---|--------------------------------|
| Aggregate of loans - Repayable on demand | 15,905.00 |
| Percentage of loans to the total loans | 75.72% |

No loans were granted during the year to promoters.

(Also, refer Note 5(c), Note 9(e) and Note 37 to the standalone financial statements.)

- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it, as applicable.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other statutory dues, as applicable, with the appropriate authorities. However, there are no arrears of statutory dues outstanding as at March 31, 2025, for a period of more than six months from the date they became payable.
- (b) The particulars of statutory dues referred to in sub-clause (a) as at March 31, 2025 which have not been deposited on account of a dispute, are as follows:



| Name of the statute | Nature of dues | Amount (Net of Payment) (Rs.in Lakhs) | Amount Paid (Rs. in Lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---------------------------------------|---------------------------|--|-------------------------------|---|---|
| Central Sales Tax Act, 1956 | Central Sales Tax | 15.42 | 31.33 | 2015-16 | West Bengal Sales Tax Appellate and revisional Board |
| Central Sales Tax Act, 1956 | Central Sales Tax | 23.12 | 20.10 | 2016-17 | Calcutta High Court |
| West Bengal Value Added Tax Act, 2003 | Value Added Tax | 45.71 | - | 2008-09 | Calcutta High Court |
| Income Tax Act, 1961 | Income Tax | 40.18 | - | Assessment Year 2011-12, 2018-19, 2019-20, 2022-23, 2023-24 | CIT (Appeal) |
| Employees' State Insurance Act, 1948 | Employees State Insurance | 45.57 | 4.74 | 1990-91 to 1996-97 | E.I Court, Calcutta |
| Entry Tax | Entry Tax | 70.07 | 0.26 | 2013-14 to 2017-18 | Appeal filed with the Supreme Court on April 21, 2025 |

viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, the term loans have been applied for the purposes for which they were obtained. (Also, refer Note 14 and 19 to the standalone financial statements)

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

(e) On an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. During the year, the Company did not have any joint venture and associate companies.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. During the year,

the Company did not have any joint venture and associate companies.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as

represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
(d) In our opinion, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not

have any CICs, which are part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios (Also refer Note 46 to the standalone financial statement), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- xx. As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009

Pravin Rajani
Partner

Membership Number: 127460
UDIN: 25127460BMOSXJ9694

Kolkata
May 29, 2025



GLOSTER LIMITED

Standalone Balance Sheet as at 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | 31 March 2025 | 31 March 2024 |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 34,711.78 | 34,429.84 |
| Right of use assets | 4(a) | 1,480.58 | 1,359.90 |
| Capital work in progress | 4(b) | 985.89 | 779.16 |
| Goodwill | 4(c) | 16,248.78 | 17,915.33 |
| Other intangible assets | 4(d) | 4,584.73 | 5,055.12 |
| Intangible assets under development | 4(e) | 14.58 | 14.48 |
| Financial assets | | | |
| (i) Investment in subsidiaries | 5(a) | 41,912.00 | 23,782.00 |
| (ii) Other Investments | 5(b) | 10,899.24 | 12,103.94 |
| (iii) Loans | 5(c) | - | 15,900.00 |
| (iv) Other financial assets | 6 | 109.26 | 90.00 |
| Other non-current assets | 7 | 718.22 | 724.85 |
| Total non-current assets | | 1,11,665.06 | 1,12,154.62 |
| Current assets | | | |
| Inventories | 8 | 21,812.86 | 14,810.53 |
| Financial assets | | | |
| (i) Investments | 9(a) | 299.70 | 1,805.03 |
| (ii) Trade receivables | 9(b) | 4,176.72 | 3,996.60 |
| (iii) Cash and cash equivalents | 9(c) | 213.72 | 39.15 |
| (iv) Bank balances other than (iii) above | 9(d) | 65.34 | 44.55 |
| (v) Loans | 9(e) | 5,094.20 | 394.78 |
| (vi) Other financial assets | 9(f) | 253.37 | 781.35 |
| Current tax assets (net) | 10 | 1,047.48 | 1,085.26 |
| Other current assets | 11 | 784.91 | 733.73 |
| Total current assets | | 33,748.30 | 23,690.98 |
| Total assets | | 1,45,413.36 | 1,35,845.60 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 12 | 1,094.33 | 1,094.33 |
| Other equity | 13 | 1,16,159.83 | 1,13,156.39 |
| Total equity | | 1,17,254.16 | 1,14,250.72 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 14 | 26.52 | 185.12 |
| (ii) Lease liabilities | 15(a) | 1,261.99 | 1,057.39 |
| Provisions | 16 | 636.09 | 645.08 |
| Deferred tax liabilities (net) | 17 | 6,494.20 | 7,403.55 |
| Other non-current liabilities | 18 | 234.55 | 273.56 |
| Total non-current liabilities | | 8,653.35 | 9,564.70 |
| Current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 19 | 13,402.89 | 6,267.67 |
| (ii) Lease liabilities | 15(b) | 130.39 | 119.79 |
| (iii) Trade payables | 20(a) | | |
| a) Total outstanding dues of Micro and Small Enterprises | | 430.76 | 29.12 |
| b) Total outstanding dues of creditors other than Micro and Small Enterprises | | 1,380.92 | 1,626.90 |
| (iv) Other financial liabilities | 20(b) | 1,186.20 | 1,189.54 |
| Provisions | 21 | 419.31 | 404.63 |
| Current tax liabilities (net) | 22 | 610.76 | 650.94 |
| Other current liabilities | 23 | 1,944.62 | 1,741.59 |
| Total current liabilities | | 19,505.85 | 12,030.18 |
| Total liabilities | | 28,159.20 | 21,594.88 |
| Total equity and liabilities | | 1,45,413.36 | 1,35,845.60 |

Corporate Information

Material Accounting Policies

The accompanying notes are an integral part of these Standalone Financial Statements.

This is the Standalone Balance Sheet referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Yogendra Singh (DIN: 10229584)
Director

Pravin Rajani
Partner
Membership No. 127460

Ajay Kumar Agarwal
Chief Financial Officer

Rajappa Shivalingappa (DIN: 02971967)
CEO & Whole Time Director

Prabir Ray (DIN: 00698779)
Director

Place : Kolkata
Dated: 29th May, 2025

Ayan Datta
Company Secretary

Ishani Ray (DIN: 08800793)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

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

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | 31 March 2025 | 31 March 2024 |
|--|-------|------------------|------------------|
| INCOME | | | |
| Revenue from operations | 24 | 62,668.27 | 64,655.47 |
| Other Income | 25 | 4,652.91 | 2,281.65 |
| Total Income (A) | | 67,321.18 | 66,937.12 |
| EXPENSES | | | |
| Cost of materials consumed | 26 | 33,295.36 | 32,314.07 |
| Changes in inventories of finished goods, semi-finished goods and work-in-progress | 27 | (1,002.11) | 349.12 |
| Employee benefits expense | 28 | 11,698.67 | 11,379.77 |
| Finance costs | 29 | 915.60 | 260.15 |
| Depreciation and amortisation expense | 30 | 3,677.79 | 3,555.73 |
| Other expenses | 31 | 13,044.19 | 13,053.05 |
| Total Expenses (B) | | 61,629.50 | 60,911.89 |
| Profit before tax (A-B) | | 5,691.68 | 6,025.23 |
| Tax expense | 32 | | |
| Current tax | | 2,023.65 | 2,112.68 |
| Current tax relating to earlier years | | (168.62) | - |
| Deferred tax | | (536.52) | (495.23) |
| Total Tax expense | | 1,318.51 | 1,617.45 |
| Profit for the year (C) | | 4,373.17 | 4,407.78 |
| Other comprehensive income | | | |
| Items that will not be reclassified to statement of profit or loss | | | |
| (a) Remeasurement gains/(losses) on post employment defined benefit plans | | 445.41 | 921.09 |
| (b) Changes in the fair value of equity instruments at FVOCI | | 225.80 | 2,424.51 |
| (c) Income tax relating to above items | | 147.71 | (487.73) |
| Other comprehensive income for the year, net of tax (D) | | 818.92 | 2,857.87 |
| Total comprehensive income for the year (C+D) | | 5,192.09 | 7,265.65 |

Earnings per equity share

[Nominal Value per Share ₹10] (Previous Year - ₹10)

| | | | |
|------------------------------|----|-------|-------|
| Basic and Diluted | 38 | 39.96 | 40.28 |
| Corporate Information | 1 | | |
| Material Accounting Policies | 2 | | |

The accompanying notes are an integral part of these Standalone Financial Statements.

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Rajappa Shivalingappa (DIN: 02971967)
CEO & Whole Time Director

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

S. N. Bhattacharya (DIN: 06758088)
Director



GLOSTER LIMITED

Standalone Statement of Changes in Equity for the year ended 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

A. Equity Share capital

| Description | Notes | Amount |
|---------------------------------|-------|-----------|
| As at 31 March 2023 | 12 | 1,094.326 |
| Changes in equity share capital | 12 | - |
| As at 31 March 2024 | 12 | 1,094.326 |
| Changes in equity share capital | 12 | - |
| As at 31 March 2025 | 12 | 1,094.326 |

B. Other equity

| Description | Notes | Reserve and Surplus | | | Equity instruments through OCI | Total other equity |
|--|-------|---------------------|--------------------|-------------------|--------------------------------|--------------------|
| | | General reserve | Securities Premium | Retained earnings | | |
| Balance as at 01 April 2024 | 13 | 14,071.94 | 78,146.39 | 15,456.00 | 5,482.06 | 1,13,156.39 |
| Profit for the year | 13 | - | - | 4,373.17 | - | 4,373.17 |
| Other comprehensive income for the year | 13 | - | - | 333.31 | 485.61 | 818.92 |
| Total comprehensive income for the year | | - | - | 4,706.48 | 485.61 | 5,192.09 |
| Transfer to general reserve | 13 | 2,000.00 | - | (2,000.00) | - | - |
| Transfer of gain on FVOCI equity investments, net of tax | 13 | - | - | 1,415.00 | (1,415.00) | - |
| Dividends paid | 13 | - | - | (2,188.65) | - | (2,188.65) |
| Balance as at 31 March 2025 | | 16,071.94 | 78,146.39 | 17,388.83 | 4,552.67 | 1,16,159.83 |

| Description | Notes | Reserve and Surplus | | | Equity instruments through OCI | Total other equity |
|--|-------|---------------------|--------------------|-------------------|--------------------------------|--------------------|
| | | General reserve | Securities Premium | Retained earnings | | |
| Balance as at 01 April 2023 | 13 | 12,071.94 | 78,146.39 | 13,655.63 | 4,205.43 | 1,08,079.39 |
| Profit for the year | 13 | - | - | 4,407.78 | - | 4,407.78 |
| Other comprehensive income for the year | 13 | - | - | 689.27 | 2,168.60 | 2,857.87 |
| Total comprehensive income for the year | | - | - | 5,097.05 | 2,168.60 | 7,265.65 |
| Transfer to general reserve | 13 | 2,000.00 | - | (2,000.00) | - | - |
| Transfer from General Reserve on issue of bonus shares | 13 | - | - | - | (891.97) | - |
| Transfer of gain on FVOCI equity investments, net of tax | 13 | - | - | 891.97 | (891.97) | - |
| Dividends paid | | - | 78,146.39 | (2,188.65) | - | (2,188.65) |
| Balance as at 31 March 2024 | | 14,071.94 | 78,146.39 | 15,456.00 | 5,482.06 | 1,13,156.39 |

The accompanying notes are an integral part of these Standalone Financial Statements.

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Rajappa Shivalingappa (DIN: 02971967)
CEO & Whole Time Director

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Standalone Statement of Cash Flows for the year ended 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| (A) Cash flows from operating activities: | | |
| Profit before tax | 5,691.68 | 6,025.23 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 3,677.79 | 3,555.73 |
| Finance costs | 915.60 | 260.15 |
| Net loss/(gain) on disposal of property, plant and equipment | 6.07 | (38.28) |
| Net (gain)/loss on fair value changes on investments classified at FVTPL | 40.58 | (38.08) |
| Net (gain)/loss on sale of investments | 18.49 | 4.43 |
| Recovery of Interest written off earlier | - | (204.20) |
| Fair value adjustment to derivatives not designated as hedges | 16.11 | 62.00 |
| Liabilities/Provisions no longer required written back | (47.27) | (267.27) |
| Commission received on Corporate Guarantee | (240.98) | (91.01) |
| Interest income | (2,165.47) | (1,262.63) |
| Dividend income | (6.90) | (11.80) |
| Foreign exchange (gain)/loss (net) | (1.76) | (12.93) |
| Operating profit before changes in operating assets and liabilities | 7,903.94 | 7,981.34 |
| Adjustments for: | | |
| (Increase) / decrease in non-current/current financial and non-financial assets | (7.15) | (425.96) |
| (Increase) / decrease in inventories | (7,002.33) | (136.97) |
| Increase / (Decrease) in non-current/ current financial and non-financial liabilities/provisions | 807.86 | 1,621.92 |
| Cash generated from operations | 1,702.32 | 9,040.33 |
| Income taxes paid (net) | (2,024.35) | (2,053.79) |
| Net cash inflow/(outflow) from operating activities | (322.03) | 6,986.54 |
| (B) Cash flows from investing activities: | | |
| Proceeds from disposal of property, plant and equipment | 37.33 | 48.59 |
| Payments for acquisition of property, plant and equipment/ other intangible assets | (1,993.07) | (1,786.25) |
| Fixed deposit (made)/matured (net) | (15.62) | - |
| Inter Corporate Deposit refunded | 13,550.00 | - |
| Inter corporate deposit given | (20,480.00) | (9,800.00) |
| Purchase of non current/current investments (gross) | (572.83) | (973.65) |
| Investment in subsidiary | - | (69.70) |
| Proceeds from sale of non-current/current investments (gross) | 3,449.59 | 2,845.16 |
| Recovery of Interest written off earlier | - | 204.20 |
| Commission received on Corporate Guarantee | 240.98 | 91.01 |
| Interest received | 2,360.59 | 1,175.15 |
| Dividend received | 6.90 | 11.80 |
| Net cash outflow from investing activities | (3,416.13) | (8,253.69) |



GLOSTER LIMITED

Standalone Statement of Cash Flows for the year ended 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| (C) Cash flows from financing activities: | | |
| Proceeds from long-term borrowings | 44.20 | 86.50 |
| Repayment of long-term borrowings | (240.24) | - |
| Proceeds/(Repayment) of short-term borrowings (net) | 7,172.66 | 3,585.75 |
| Interest paid | (718.59) | (200.68) |
| Other borrowing costs paid | (51.00) | (9.67) |
| Principal portion of Lease liability payment | (51.01) | (46.55) |
| Interest portion of Lease liability payment | (35.98) | (40.45) |
| Payment for Security Deposit for lease transaction transferred to ROU | (23.83) | - |
| Dividend paid | (2,183.48) | (2,183.18) |
| Net cash inflow from financing activities | 3,912.73 | 1,191.72 |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | 174.57 | (75.43) |
| Cash and cash equivalents- Opening Balance | 39.15 | 114.58 |
| Cash and cash equivalents - Closing Balance | 213.72 | 39.15 |

Cash and cash equivalent as per above comprise of the following :

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Cash on hand | 1.74 | 4.19 |
| Balances with banks : | | |
| In current accounts | 25.59 | 34.96 |
| Margin money deposits | 186.39 | - |
| Balances as per statement of cash flows | 213.72 | 39.15 |

Note:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'. Refer note 41 for Net Debt Reconciliation.

The accompanying notes are an integral part of these Standalone Financial Statements.

This is the Standalone Statement of Cash Flow referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Rajappa Shivalingappa (DIN: 02971967)
CEO & Whole Time Director

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Notes to the Standalone Financial Statements

Note: 1 Corporate Information

Gloster Limited is a public company within the meaning of Companies Act, 2013. The Company is a leading manufacturer & exporter of all types of Jute & Jute allied products, Woven & Non Woven Jute Geotextiles, Treated Fabric-Rot Proof, Fire Retardant, Jute products for Interior Decoration & Packaging of Industrial & Agricultural Produce. The Company also produces Jute & Cotton Shopping Bags & Made Ups. Gloster exports Jute goods to various countries spread over the World. The registered office of the Company is situated at 21, Strand Road, Kolkata - 700 001 and the Company's manufacturing facilities are located at Bauria on the banks of Holy Ganges in West Bengal. The equity shares of the Company are listed on BSE Ltd and National Stock Exchange of India Limited. The financial statements for the year ended 31 March 2025 were approved and authorised for issue with the resolution of the Board of Directors on May 29, 2025.

Note: 2 Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation

(i) Compliance with Ind AS

These standalone financial statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] read with the National Company Law Tribunal (NCLT), Kolkata order dated 19th January 2018 as stated in note 2.4 below and other relevant provisions of the Act.

(ii) Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 - "Presentation of Financial Statements" and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non current classification of assets and liabilities.

(iii) Historical cost convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- certain financial assets and liabilities (including derivative instruments) those are measured at fair value.

- defined benefit plans - plan assets measured at fair value.

2.2 Use of estimates

The preparation of financial statements in conformity with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period.

Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

2.3 Property, Plant and Equipment and Depreciation

- a) Freehold land is carried at historical cost. All other items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- b) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.
- c) On transition to Ind AS, the Company has elected to continue with the carrying value of its Property, Plant and Equipment measured at the previous GAAP and use that carrying value as the deemed cost of Property, Plant and Equipment.
- d) Depreciation is provided on straight line method to allocate the cost of assets, net of their residual values, over the estimated useful lives of the assets. Pursuant to Notification of Schedule II of the Companies Act, 2013 becoming effective, the Company has adopted the useful lives as per the lives specified for the respective Property, Plant & Equipment in the Schedule II of the Companies Act, 2013. No depreciation is provided on freehold land.
- e) Gains and losses on disposal of Property, Plant and Equipment is recognized in the Statement of Profit and Loss.
- f) An impairment loss is recognized where applicable when the carrying amount of Property, Plant and Equipment exceeds its recoverable amount.

Notes to the Standalone Financial Statements

2.4 Goodwill, Other Intangible assets and amortization

- a) Intangible assets are stated at cost of acquisition including duties, taxes and expenses incidental to acquisition and installation, net of accumulated depreciation. Recognition of costs as an asset is ceased when the asset is complete and available for its intended use.
- b) On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets measured at the previous GAAP and use that carrying value as the deemed cost of intangible assets.
- c) Intangible assets comprising of Trademark and computer software are amortized on straight line method over a period of twenty years and five years respectively.
- d) Goodwill acquired on account of amalgamation is being amortized in the Statement of Profit and Loss in line with National Company Law Tribunal, Kolkata ("NCLT") order dated 19 January 2018 on the basis of management's estimate useful life of 20 years.
- e) Gains and Losses on disposal of Intangible assets is recognized in the Statement of Profit and Loss.

2.5 Impairment of assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (Property, Plant and Equipment and other assets) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased/ increased. An impairment loss is recognised in the Statement of Profit and Loss as and when the carrying value of an asset exceeds its recoverable amount. Where an impairment loss subsequently reverses, the carrying value of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss immediately.

2.6 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference

between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

The Company considered potential indicators of impairment for its investment in subsidiaries. The recoverable value of the investments is higher of the value in use (VIU) of the underlying business or fair value less cost to sell. The Company has used the fair value method for computing the recoverable value. The outcome of the assessment as on March 31, 2025 did not results in recognition of any impairment for investment held in subsidiaries

2.7 Financial assets

The financial assets are classified in the following categories:

- a) financial assets measured at amortised cost,
- b) financial assets measured at fair value through Profit and Loss (FVTPL), and
- c) financial assets measured at fair value through other comprehensive income (FVOCI).

The classification of financial assets depends on the Company's business model for managing financial assets and the contractual terms of the cash flow. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Regular purchases and sales of financial assets are recognised on trade-date, being the date on which the Company commits to purchase or sale the financial asset.

At initial recognition, the financial assets (excluding trade receivables which do not contain a significant financing component) are measured at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the profit or loss. Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for arranging financial assets.

Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in

Notes to the Standalone Financial Statements

profit or loss and presented in other gains/ (losses). The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial instruments measured at FVTPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Profit and Loss. Financial instruments included within FVTPL category are measured initially as well as at each reporting period at fair value plus transaction costs as applicable. Fair value movements are recorded in Statement of Profit and Loss. Investments in units of mutual funds, alternate investment funds (AIF) other than equity (not held for trading) and debentures are accounted for at fair value and the changes in fair value are recognised in the Statement of Profit and Loss.

Financial assets at FVOCI

Financial assets are measured at FVOCI if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to retained earnings. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/ (losses) and impairment expenses are presented as separate line item in Statement of Profit and Loss.

Equity instruments

The Company measures all equity investments at fair value. The Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, and accordingly there is no subsequent reclassification of fair value gains and losses to profit or loss on de-recognition. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through OCI are recognised in changes in fair value of FVOCI equity instrument. [Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.]

De-recognition of financial asset

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and such transfer

qualifies for derecognition under Ind AS 109: "Financial Instruments".

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Except for Trade Receivables, where in the simplified approach of lifetime expected credit losses is recognised from initial recognition of the receivables as required by Ind AS 109: "Financial Instruments". Impairment loss allowance recognised /reversed during the year is charged/written back to Statement of Profit and Loss.

2.8 Financial Liabilities

Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of



Notes to the Standalone Financial Statements

the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. A financial liability (or a part of -financial liability) is de-recognised from Company's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

2.9 Inventories

Raw materials, Stores and Spares parts and components are valued at cost (cost being determined on weighted average basis) or at net realizable value, whichever is lower. Semi-finished goods and work-in-progress are valued at raw materials cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion or at net realizable value, whichever is lower. Finished goods are valued at cost or at net realizable value, whichever is lower. Cost includes all direct cost and applicable manufacturing and administrative overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

2.10 Employee Benefit

a) Defined Contribution Plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution benefit scheme.

b) Defined Benefit Plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

c) Compensated Absences

Accrued liability in respect of leave encashment benefit on retirement is accounted for on the basis of actuarial valuation as at the year end and charged in the Statement

of Profit and Loss every year. Compensated absences benefits comprising of entitlement to accumulation of Sick Leave is provided for based on actuarial valuation at the end of the year. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Accumulated Compensated Absences, which are expected to be availed or encashed or contributed within the 12 months from the end of the year are treated as short term employee benefits and the balance/ expected to availed or encashed or contributed beyond 12 months from the year end are treated as long term liability.

d) Other Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense as per the Company's schemes based on expected obligation on an undiscounted basis.

2.11 Revenue Recognition

Revenue from contracts with customers are recognised when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognised depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods and services. Revenue from sale of products is recognised when the control over such goods have been transferred, being when the goods are delivered to the customers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract, which is fixed. No element of Significant financing is deemed present as the sales are made against the receipt of advance or with an agreed credit period (in a very few cases) of upto 90 days, which is consistent with the market practices. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only passage of time is required before payment is done.

2.12 Other Income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method and is recognised in the Statement of Profit and Loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance). Dividends are received from

Notes to the Standalone Financial Statements

financial assets at fair value through profit or loss and at FVOCI. Dividend income is recognised when the right to receive dividend is established.

Export incentives are accounted as income in the Statement of Profit and Loss when no Significant uncertainty exists regarding the collectability.

2.13 Derivative Instruments

The Company uses derivative financial instruments such as foreign exchange contracts to hedge its exposure to movements in foreign exchange rates relating to the underlying transactions. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value and resulting gain or loss is recognized in the Statement of Profit and Loss at the end of each reporting period. Any profit or loss arising on cancellation of derivative instruments is recognized as income or expense for the period.

2.14 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current tax is determined as the amount of tax payable in respect of taxable income for the year based on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Deferred income tax is provided in full using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the

tax is also recognised in other comprehensive income or directly in equity, respectively.

2.15 Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.16 Provisions

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value, except where the effect of the time value of money is material.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.17 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in event of default, insolvency or bankruptcy of the Company or the counterparty.

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company has been identified as being the chief operating decision maker. Refer note 36 for segment information presented.

2.19 Leases

As a lessee Leases are recognised as right of use assets and a correspondence liability at the date at which the leased asset is available for use by the Company. Contract may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative standalone

Notes to the Standalone Financial Statements

prices. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payment:-

- Fixed payments (including in substance fixed payments) less any lease incentive receivable.
- Variable lease payment that are based on an index or a rate, initially measured using the index or a rate at the commencement date.
- Amount expected to be paid by the Company as under residual value guarantees.
- Exercise price of a purchase option if the Company is reasonably certain to exercise that option.
- Payment of penalties for terminating the lease, if the lease term reflects the Company exercising that option. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- Where possible, use recent third party financing received by the individual lessee as a starting point, adjusted to reflect changes in the financing conditions since third party-financing was received.
- Use a built up approach that starts with risk free interest rate adjusted for credit risk of leases held by Gloster Limited, which does not have recent third party financing.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the company uses that rate as a starting point to determine the incremental borrowing rate. Lease payments are allocated between principal and finance cost. The finance cost is charged to Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Right-of use assets are measured at cost comprising the following:-

- the amount of the initial measurement of lease liability
- any lease payment made at or before the commencement date less any lease incentive received
- any initial direct cost and
- restoration costs.

Right of use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight line basis. Payment associated with short-term leases of equipment and all the leases of low value assets are recognised on a straight line basis as an expense in the Statement of Profit and Loss. Short term leases are leases with a lease term of 12 months or less.

2.20 Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain Significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

2.21 Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs (with two place of decimal) as per the requirement of schedule 111, unless otherwise stated.

2A Critical Estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

- Estimation of defined benefit obligation- Refer note 28 of the financial statements.
- Estimated fair value of unlisted securities -Refer notes 5 (b), 9 (a), and 33 of the -financial statements.
- Useful life of Property, Plant and Equipment, Goodwill and Other Intangible assets - Refer note 2.3 & 2.4 above and notes 3, 4(c) & 4(d) of the financial statements.
- Net realizable value of inventory.
- Recoverable amount of investment in Subsidiaries (for investment held at cost).

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Notes to the Standalone Financial Statements

Note: 3 Property, plant and equipment

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | | | Accumulated depreciation | | | | Impairment | | | | Net carrying amount | |
|-----------------------|-----------------------|-----------------|--------------------|-----------------------|--------------------------|-----------------|-----------------|-----------------------|-----------------|--------------|-----------|---------------|---------------------|------------------|
| | 01 April 2024 | Additions | Transfer from CWIP | Disposals/adjustments | 31 March 2025 | 01 April 2024 | For the year | Disposals/adjustments | 31 March 2025 | For the year | Reversals | 31 March 2025 | 31 March 2025 | 31 March 2024 |
| Freehold land | 21,015.05 | - | - | - | 21,015.05 | - | - | - | - | - | - | - | 21,015.05 | 21,015.05 |
| Buildings | 9,107.99 | 154.34 | 195.25 | - | 9,457.58 | 1,853.21 | 290.47 | - | 2,143.68 | - | - | - | 7,313.90 | 7,254.78 |
| Roads | 170.32 | 41.42 | 44.08 | - | 255.82 | 69.57 | 27.21 | - | 96.78 | - | - | - | 159.04 | 100.75 |
| Plant and equipment | 10,833.88 | 771.29 | 475.57 | 14.83 | 12,065.91 | 5,440.58 | 971.54 | 5.87 | 6,406.25 | - | - | 110.27 | 5,549.39 | 5,283.03 |
| Electric installation | 538.59 | 0.18 | - | - | 538.77 | 290.23 | 43.52 | - | 333.75 | - | - | - | 205.02 | 248.36 |
| Furniture & fixtures | 642.97 | 38.90 | - | - | 681.87 | 331.01 | 39.46 | - | 370.47 | - | - | - | 311.40 | 311.96 |
| Office equipment | 76.02 | 3.25 | - | 4.66 | 74.61 | 55.11 | 2.06 | 4.43 | 52.74 | - | - | - | 21.87 | 20.91 |
| Launches | 0.01 | - | - | - | 0.01 | - | - | - | - | - | - | - | 0.01 | 0.01 |
| Vehicles | 530.78 | 23.40 | - | 73.54 | 480.64 | 335.79 | 48.07 | 39.32 | 344.54 | - | - | - | 136.10 | 194.99 |
| | 42,915.61 | 1,032.78 | 714.90 | 93.03 | 44,570.26 | 8,375.50 | 1,422.33 | 49.62 | 9,748.21 | - | - | 110.27 | 34,711.78 | 34,429.84 |

| Particulars | Gross carrying amount | | | | Accumulated depreciation | | | | Impairment | | | | Net carrying amount | |
|-----------------------|-----------------------|-----------------|--------------------|-----------------------|--------------------------|-----------------|-----------------|-----------------------|-----------------|--------------|-----------|---------------|---------------------|------------------|
| | 01 April 2023 | Additions | Transfer from CWIP | Disposals/adjustments | 31 March 2024 | 01 April 2023 | For the year | Disposals/adjustments | 31 March 2024 | For the year | Reversals | 31 March 2024 | 31 March 2024 | 31 March 2023 |
| Freehold land | 21,015.05 | - | - | - | 21,015.05 | - | - | - | - | - | - | - | 21,015.05 | 21,015.05 |
| Buildings | 8,510.30 | 192.98 | 404.71 | - | 9,107.99 | 1,572.29 | 280.92 | - | 1,853.21 | - | - | - | 7,254.78 | 6,938.01 |
| Roads | 170.32 | - | - | - | 170.32 | 46.48 | 23.09 | - | 69.57 | - | - | - | 100.75 | 123.84 |
| Plant and equipment | 9,504.16 | 897.50 | 452.81 | 20.59 | 10,833.88 | 4,559.96 | 890.92 | 10.30 | 5,440.58 | - | - | 110.27 | 5,283.03 | 4,833.93 |
| Electric installation | 488.91 | 8.58 | 41.10 | - | 538.59 | 243.95 | 46.28 | - | 290.23 | - | - | - | 248.36 | 244.96 |
| Furniture & fixtures | 633.08 | 9.89 | - | - | 642.97 | 294.13 | 36.88 | - | 331.01 | - | - | - | 311.96 | 338.95 |
| Office equipment | 74.47 | 1.55 | - | - | 76.02 | 51.66 | 3.45 | - | 55.11 | - | - | - | 20.91 | 22.81 |
| Launches | 0.01 | - | - | - | 0.01 | - | - | - | - | - | - | - | 0.01 | 0.01 |
| Vehicles | 519.94 | 11.22 | - | 0.38 | 530.78 | 282.40 | 53.75 | 0.36 | 335.79 | - | - | - | 194.99 | 237.54 |
| | 40,916.24 | 1,121.72 | 898.62 | 20.97 | 42,915.61 | 7,050.87 | 1,335.29 | 10.66 | 8,375.50 | - | - | 110.27 | 34,429.84 | 33,755.10 |

Note:

- (i) Immovable properties being Freehold Land was purchased in the 19th Century in the name of Fort Gloster Jute Manufacturing Company Limited and the same stood transferred to and vested in the Company by virtue of Schemes of Arrangement including the Scheme of Amalgamation sanctioned by the Hon'ble NCLT Kolkata Bench vide Order dated 19.01.2018 passed under Sections 230 and 232 of the Companies Act, 2013. The Company has the ownership and title of the immovable properties including freehold land purchased in the 19th Century. The land is recorded with the Uluberia Municipality in the name of the Company.
- (ii) Refer Note 14 and 19 for information on property, plant and equipment hypothecated/mortgaged as security by the Company against borrowing.

Notes to the Standalone Financial Statements

Note: 4(a) Right of Use Asset

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | Accumulated amortisation | | | Net carrying amount | |
|--------------------------|-----------------------|-----------|---------------------------|---------------|---|---------------------------|---------------|
| | 1 April 2024 | Additions | Disposals/ adjustments | 31 March 2025 | For the year 1 April 2024 to 31 March 2025 | Disposals/ adjustments | 31 March 2025 |
| Land (refer note 42) | 1,128.36 | 232.50 | - | 1,360.86 | 46.35 | - | 1,284.18 |
| Building (refer note 42) | 327.33 | - | - | 327.33 | 65.47 | - | 196.40 |
| | 1,455.69 | 232.50 | - | 1,688.19 | 111.82 | - | 1,480.58 |
| | | | | | | | 1,359.90 |

| Particulars | Gross carrying amount | | Accumulated amortisation | | | Net carrying amount | |
|--------------------------|-----------------------|-----------|---------------------------|---------------|--|---------------------------|---------------|
| | 01 April 2023 | Additions | Disposals/ adjustments | 31 March 2024 | For the year 01 April 2023 to 31 March 2024 | Disposals/ adjustments | 31 March 2024 |
| Land (refer note 42) | 272.93 | 855.43 | - | 1,128.36 | 18.77 | - | 1,098.03 |
| Building (refer note 42) | - | 327.33 | - | 327.33 | 65.46 | - | 261.87 |
| | 272.93 | 1,182.76 | - | 1,455.69 | 77.02 | - | 1,359.90 |
| | | | | | | | 254.16 |

Note: 4(b) Capital Work In Progress (CWIP)

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|--------------------------------|----------------------------------|----------------------------------|
| Opening Balance | 779.16 | 635.10 |
| Add: Addition during the year | 921.63 | 1,042.68 |
| Less: Transfer during the year | (714.90) | (898.62) |
| | 985.89 | 779.16 |

Notes:

a) Capital work-in-progress mainly comprises of construction of building at factory.

b) There are no capital work-in-progress as on 31 March 2025 and 31 March 2024 whose completion is overdue or has exceeded its cost compared to its original plan.

CWIP Ageing Schedule as at 31 March 2025

| Particulars | Amount in Capital Work In Progress for | | | Total |
|--------------------------------|--|-------------|-------------|--------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | |
| Projects in Progress | 754.47 | 177.90 | 53.52 | 985.89 |
| Projects temporarily Suspended | - | - | - | - |
| | 754.47 | 177.90 | 53.52 | 985.89 |

Notes to the Standalone Financial Statements

CWIP Ageing Schedule as at 31 March 2024

| Particulars | Amount in Capital Work In Progress for | | | | Total |
|--------------------------------|--|--------------|-------------|-------------------|---------------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 682.60 | 96.56 | - | - | 779.16 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 682.60 | 96.56 | - | - | 779.16 |

Note: 4(c) Goodwill

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | Net carrying amount | |
|-------------------------------|-----------------------|-----------|--------------------|------------------------|--------------------------|-----------------|------------------------|------------------|
| | 01 April 2024 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2025 | For the year | Disposals/ adjustments | 31 March 2025 |
| Goodwill (Refer note 2.4 (d)) | 31,247.66 | - | - | - | 31,247.66 | 1,666.55 | - | 14,998.88 |
| | 31,247.66 | - | - | - | 31,247.66 | 1,666.55 | - | 14,998.88 |
| | | | | | | | | 17,915.33 |
| | | | | | | | | 16,248.78 |
| | | | | | | | | 17,915.33 |

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | Net carrying amount | |
|-------------------------------|-----------------------|-----------|--------------------|------------------------|--------------------------|-----------------|------------------------|------------------|
| | 01 April 2023 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2024 | For the year | Disposals/ adjustments | 31 March 2024 |
| Goodwill (Refer note 2.4 (d)) | 31,247.66 | - | - | - | 31,247.66 | 1,665.79 | - | 13,332.33 |
| | 31,247.66 | - | - | - | 31,247.66 | 1,665.79 | - | 13,332.33 |
| | | | | | | | | 17,915.33 |
| | | | | | | | | 19,581.87 |
| | | | | | | | | 17,915.33 |
| | | | | | | | | 19,581.87 |

Note: 4(d) Other intangible assets

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | Net carrying amount | |
|-------------------|-----------------------|-------------|--------------------|------------------------|--------------------------|---------------|------------------------|-----------------|
| | 01 April 2024 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2025 | For the year | Disposals/ adjustments | 31 March 2025 |
| Trademarks | 8,782.90 | - | - | - | 8,782.90 | 468.42 | - | 4,215.78 |
| Computer Software | 108.48 | 2.70 | 4.00 | - | 115.18 | 8.67 | - | 97.57 |
| | 8,891.38 | 2.70 | 4.00 | - | 8,898.08 | 477.09 | - | 4,313.35 |
| | | | | | | | | 4,567.12 |
| | | | | | | | | 5,035.54 |
| | | | | | | | | 19.58 |
| | | | | | | | | 5,055.12 |

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | Net carrying amount | |
|-------------------|-----------------------|--------------|--------------------|------------------------|--------------------------|---------------|------------------------|-----------------|
| | 01 April 2023 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2024 | For the year | Disposals/ adjustments | 31 March 2024 |
| Trademarks | 8,782.90 | - | - | - | 8,782.90 | 468.42 | - | 3,747.36 |
| Computer Software | 98.48 | 10.00 | - | - | 108.48 | 8.46 | - | 88.90 |
| | 8,881.38 | 10.00 | - | - | 8,891.38 | 476.88 | - | 3,836.26 |
| | | | | | | | | 5,035.54 |
| | | | | | | | | 5,503.96 |
| | | | | | | | | 18.04 |
| | | | | | | | | 5,522.00 |

Notes to the Standalone Financial Statements

Note: 4(e) Intangible assets under development

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|--------------------------------|-------------------------------------|-------------------------------------|
| Opening Balance | 14.48 | - |
| Add: Addition during the year | 4.10 | 14.48 |
| Less: Transfer during the year | (4.00) | - |
| Total | 14.58 | 14.48 |

Intangible assets under development ageing schedule as at 31st March, 2025

| Particulars | Amount in Intangible asset under development | | | | Total |
|--------------------------------|--|--------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 2.10 | 12.48 | - | - | 14.58 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 2.10 | 12.48 | - | - | 14.58 |

Intangible assets under development ageing schedule as at 31st March, 2024

| Particulars | Amount in Intangible asset under development | | | | Total |
|--------------------------------|--|-------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 14.48 | - | - | - | 14.48 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 14.48 | - | - | - | 14.48 |

Notes:

- a) There are no Intangible asset under development as on 31 March 2025 and 31 March 2024 whose completion is overdue or has exceeded its cost compared to its original plan.

Note: 5(a) Investments in subsidiaries

| Particulars | Face value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|---|------------|--------------|------------------|--------------|------------------|
| Investments carried at cost | | | | | |
| Investments in equity instruments - Fully paid up | | | | | |
| Investments in wholly owned subsidiaries - Unquoted | | | | | |
| Gloster Lifestyle Ltd. | 10 | 40,00,000 | 513.41 | 40,00,000 | 513.41 |
| Gloster Specialities Ltd. | 10 | 40,00,000 | 528.59 | 40,00,000 | 528.59 |
| Gloster Nuvo Ltd. (refer note 37) | 10 | 15,48,00,000 | 15,480.00 | 6,60,00,000 | 6,600.00 |
| Network Industries Ltd. | 10 | 3,69,90,000 | 3,699.00 | 3,69,90,000 | 3,699.00 |
| Fort Gloster Industries Ltd. (refer note 37) | 10 | 21,69,10,000 | 21,691.00 | 12,44,10,000 | 12,441.00 |
| Total | | | 41,912.00 | | 23,782.00 |
| Aggregate carrying value of unquoted investments | | | 41,912.00 | | 23,782.00 |
| Aggregate amount of Impairment in the value of investments | | | Nil | | Nil |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 5(b) Other Investments - Non-current

| Particulars | Face value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|--|------------|--------------|---------------|--------------|---------------|
| I. Measured at FVTPL | | | | | |
| Investment in Alternative Investment Funds (Debt) - Fully paid up - Unquoted | | | | | |
| India Realty Excellence Fund IV | 100 | 2,80,500 | 318.37 | 4,27,000 | 448.78 |
| India Realty Excellence Fund VI - AIF | 10,000 | 2,350 | 233.96 | 500 | 50.00 |
| II. Measured at amortised cost | | | | | |
| Investment in Debentures - Fully Paid up - Quoted | | | | | |
| Shri Vasuprada Plantations Limited (Formerly Joonktollee Tea & Industries Limited) | 1,00,000 | 1,000 | 1,000.00 | 1,000 | 1,000.00 |
| III. Designated at FVOCI: | | | | | |
| Investment in Alternative Investment Funds (Equity) Fully paid up - Unquoted | | | | | |
| Ask India 2025 Equity Fund | 1,000 | - | - | 20,728 | 395.42 |
| India Business Excellence Fund III | 1,000 | 42,557 | 1,313.42 | 49,107 | 1,084.68 |
| Orios Venture Partners Fund | 100 | 8,594 | 200.82 | - | - |
| Baring Private Equity India Fund | 1,00,000 | 67 | 261.88 | - | - |
| Unquoted Equity Instruments- Fully paid-up (Investment through PMS) | | | | | |
| Motilal Oswal Asset Management Co. Ltd. - Next Trillion Dollar | - | - | - | - | 257.54 |
| Ask Investment Managers Pvt. Ltd. - IEP | - | - | - | - | 258.86 |
| Motilal Oswal Asset Management Co. Ltd. - NTD (Direct) | - | - | - | - | 366.61 |
| Ask Investment Managers Pvt. Ltd.-BFSI | - | - | - | - | 340.13 |
| Investment in Equity Instruments - Fully paid up Unquoted (Direct investment) | | | | | |
| Blackberry Properties Private Limited | 10 | 10,00,000 | 632.80 | 10,00,000 | 511.70 |
| Cambay Investment Corporation Limited | 10 | 38,000 | 1,629.19 | 38,000 | 1,849.02 |
| Credwyn Holdings India Private Limited | 100 | 30,000 | 1,250.63 | 30,000 | 1,648.50 |
| Laxmi Asbestos Products Limited | 100 | 5,000 | 5.00 | 5,000 | 5.00 |
| Sudipta Traders Private Limited | 10 | 3,08,000 | 1,204.90 | 3,08,000 | 1,017.54 |
| The Oriental Company Limited | 100 | 845 | 1,192.40 | 845 | 1,465.50 |
| Woodland Multispeciality Hospital Limited | 10 | 4,290 | 0.21 | 4,290 | 0.21 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Face value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|---|------------|--------------|------------------|--------------|------------------|
| Investment in Equity Instruments - Fully paid up | | | | | |
| Quoted (Direct investment) | | | | | |
| The Cochin Malabar Estates & Industries Limited | 10 | 98,939 | 153.55 | 98,939 | 102.15 |
| Shri Vasuprada Plantations Limited (Formerly Joonk-tollee Tea & Industries Limited) | 10 | 10,77,676 | 1,239.33 | 10,77,676 | 1,031.87 |
| Amar Remedies Limited | 10 | 200 | 0.02 | 200 | 0.02 |
| Penta Media Graphics Limited | 1 | 11,070 | 0.11 | 11,070 | 0.11 |
| The Phosphate Co. Limited | 10 | 1,70,000 | 262.65 | 1,70,000 | 270.30 |
| Total | | | 10,899.24 | | 12,103.94 |
| Aggregate amount of quoted investments and market value thereof | | | 2,655.66 | | 2,404.45 |
| Aggregate amount of unquoted investments and market value thereof | | | 8,243.58 | | 9,699.49 |

Note: 5(c) Loans - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|------------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Loan to Related Parties (refer note 37) | - | 15,900.00 |
| Total | - | 15,900.00 |

Note: 6 Other financial assets - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Security Deposits | 109.26 | 90.00 |
| Total | 109.26 | 90.00 |

Note: 7 Other Non-current assets

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Capital Advances | 238.64 | 241.02 |
| Deposits with Government Authorities | 51.43 | 51.43 |
| Others (refer note below) | 428.15 | 432.40 |
| Total | 718.22 | 724.85 |

Note:

Others represent excess of plan asset over defined benefit obligation of ₹ 428.15 Lakhs (31 March 2024 ₹ 432.40 lakhs) with respect to gratuity. As future economics benefits are available to the Company in the form of reduction in future contribution to the plan. This is carried as an asset in accordance with para 65 of Ind AS 19 - Employee Benefits. Refer note no 28(A)(ii)(a).

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 8 Inventories

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Raw materials | 12,205.36 | 6,301.90 |
| Work-in-progress | 2,047.38 | 1,436.45 |
| Semi Finished Goods | 1,065.85 | 921.14 |
| Finished Goods (includes goods in transit ₹ 1243.95 Lakhs; 31 March 2024 - ₹ 1,460.25 Lakhs) | 5,007.98 | 4,761.51 |
| Stores and Spares [refer note (a) below] | 1,486.29 | 1,389.53 |
| Total | 21,812.86 | 14,810.53 |

Notes:

(a) The Company has expensed inventory of ₹ 33.42 Lakhs (31 March 2024 - ₹ 30.95 Lakhs) for writing down the value of inventories towards slow moving, non-moving and obsolete inventory.

(b) The mode of valuation of inventories has been stated in Note 2.9.

(c) The above Inventories have been pledged to secure borrowings of the company (refer note 19).

Note: 9(a) Investments - Current

| Particulars | Face Value | No. of units | 31 March 2025 | No. of units | 31st March 2024 |
|--|------------|--------------|---------------|--------------|-----------------|
| I. Designated at FVOCI | | | | | |
| Investment in Equity Instrument - Fully paid-up - Quoted | | | | | |
| NBCC (India) Limited | 1 | - | - | 25,000 | 29.73 |
| HEG Limited | 10 | - | - | 1,000 | 18.44 |
| Bombay Dyeing & Manufacturing Company Limited | 2 | - | - | 25,000 | 39.56 |
| Bombay Burmah Trading Corpn. Limited | 2 | - | - | 3,000 | 47.03 |
| Investment in Alternative Investment Funds (Equity) - Fully paid up - Unquoted | | | | | |
| 360 One Special Opportunity Fund (Formerly IIFL Special Opportunities Fund) Class A1 | 10 | - | - | 18,60,518 | 29.44 |
| Malabar Value Fund | 100 | - | - | 11,092 | 34.56 |
| Orios Venture Partners Fund | 100 | - | - | 15,975 | 342.00 |
| Abakkus Growth Fund I Class B1 | 1,000 | - | - | 19,782 | 615.22 |
| Baring Private Equity India Fund | 1,00,000 | - | - | 115 | 262.53 |
| II. Measured at FVTPL | | | | | |
| Investment in Alternative Investment Funds (Debt) - Fully paid up - Unquoted | | | | | |
| 360 One Real Estate Fund (Domestic) [Formerly IIFL Real Estate Fund (Domestic)] - Series 3 | 10 | 20,00,000 | 76.91 | 20,00,000 | 99.16 |
| India Realty Excellence Fund III | 100 | 1,63,938 | 222.79 | 1,99,417 | 287.36 |
| Total | | | 299.70 | | 1,805.03 |
| Aggregate amount of quoted investments and market value thereof | | | - | | 134.76 |
| Aggregate amount of unquoted investments and market value thereof | | | 299.70 | | 1,670.27 |



GLOSTER LIMITED

Notes to the Standalone Financial Statements

Note: 9(b) Trade receivables

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Trade Receivables - Considered good - Unsecured | 4,233.49 | 4,053.37 |
| Less: Allowance for credit losses | (56.77) | (56.77) |
| Total | 4,176.72 | 3,996.60 |

Notes:

- (a) There is no outstanding receivables due from directors or other officers of the Company.
- (b) The above Trade Receivables are pledged to secure borrowings of the Company (Refer note 19).
- (c) Refer note 34A for credit risk.
- (d) Refer note 37 for Trade Receivables from related parties.

Trade receivables ageing schedule as at 31 March 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|--|--------------------|-------------------|--------------|-------------|-------------------|-----------------|
| | Not Due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i) Undisputed trade receivables - considered good | 1,422.75 | 2,622.00 | 114.13 | 17.79 | 0.05 | - | 4,176.72 |
| (ii) Undisputed trade receivables - credit impaired | - | - | - | - | - | 56.77 | 56.77 |
| (iii) Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| (iv) Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 1,422.75 | 2,622.00 | 114.13 | 17.79 | 0.05 | 56.77 | 4,233.49 |
| Less: Allowance for credit losses | - | - | - | - | - | (56.77) | (56.77) |
| Total Trade Receivables | 1,422.75 | 2,622.00 | 114.13 | 17.79 | 0.05 | - | 4,176.72 |

Trade receivables ageing schedule as at 31 March 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|--|--------------------|-------------------|-------------|-------------|-------------------|-----------------|
| | Not Due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i) Undisputed trade receivables - considered good | 2,050.32 | 1,943.46 | 2.70 | 0.12 | - | - | 3,996.60 |
| (ii) Undisputed trade receivables - credit impaired | - | - | - | - | - | 56.77 | 56.77 |
| (iii) Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| (iv) Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 2,050.32 | 1,943.46 | 2.70 | 0.12 | - | 56.77 | 4,053.37 |
| Less: Allowance for credit losses | - | - | - | - | - | (56.77) | (56.77) |
| Total Trade Receivables | 2,050.32 | 1,943.46 | 2.70 | 0.12 | - | - | 3,996.60 |

Note: In case where due date is not specified, invoice date has been considered for ageing purposes.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 9(c) Cash and cash equivalents

| Particulars | 31 March 2025 | 31 March 2024 |
|----------------------------------|---------------|---------------|
| Cash and cash equivalents | | |
| Cash on hand | 1.74 | 4.19 |
| Balances with banks : | | |
| In current accounts | 25.59 | 34.96 |
| Margin money deposits * | 186.39 | - |
| Total | 213.72 | 39.15 |

* Earmarked balances with banks.

Note: 9(d) Other bank balances

| Particulars | 31 March 2025 | 31 March 2024 |
|--------------------------------|---------------|---------------|
| Other Bank balances | | |
| Unpaid dividend account * | 47.94 | 42.77 |
| Fractional share entitlement * | 0.52 | 0.52 |
| Margin money deposits * | 16.88 | 1.26 |
| Total | 65.34 | 44.55 |

* Earmarked balances with banks.

Note: 9(e) Loans - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Unsecured, considered good (Unless otherwise stated) | | |
| Loan to Employees | 394.20 | 394.78 |
| Loan to Body Corporates | 4,700.00 | - |
| Total | 5,094.20 | 394.78 |

Note: 9(f) Other financial assets - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Unsecured, considered good (Unless otherwise stated) | | |
| Security Deposits | 81.25 | 186.13 |
| Derivatives not designated as hedges - Foreign-exchange forward contracts | - | 15.11 |
| Interest accrued on Loans to Body Corporates | 45.44 | 297.51 |
| Others (refer note below) | 126.68 | 282.60 |
| Total | 253.37 | 781.35 |

Note:

Includes (a) export incentive receivable ₹ 124.83 Lakhs (31 March 2024 - ₹ 253.43 Lakhs) , (b) Receivable from sale/redemption of investment ₹ Nil Lakhs (31 March 2024 - ₹ 26.07 Lakhs) and (c) Interest Receivable ₹ 1.85 Lakhs (31 March 2024 - ₹ 3.10 Lakhs) .

Note: 10 Current tax assets (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|--|-----------------|-----------------|
| Advance for taxation [Net of provision of ₹ 7,139.72 Lakhs (31 March 2024 - ₹ 7,393.52 Lakhs)] | 1,047.48 | 1,085.26 |
| Total | 1,047.48 | 1,085.26 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 11 Other current assets

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Prepaid Expenses | 227.39 | 125.19 |
| Balances with Government Authorities | 301.03 | 341.27 |
| Advances for goods and services | 188.99 | 199.39 |
| Dividend distribution tax (DDT) refundable [refer note (a) below] | 49.14 | 49.14 |
| Other Advances | | |
| Considered Good | 18.36 | 18.74 |
| Credit impaired | 148.17 | 148.17 |
| Less : Allowance for credit impaired | (148.17) | (148.17) |
| Total | 784.91 | 733.73 |

Notes:

(a) Pertains to DDT paid by erstwhile Gloster Limited for payment of dividend to erstwhile Kettlewell Bullen & Company Limited now refundable, post merger as per scheme of amalgamation.

(b) There are no outstanding advances to directors or other officers of the Company.

Note: 12 Equity share capital

(a) Authorised equity share capital

| Particulars | Equity shares | |
|-------------------------|------------------|----------|
| | Number of shares | Amount |
| As at 01 April 2023 | 2,75,00,000 | 2,750.00 |
| Changes during the year | - | - |
| As at 31 March 2024 | 2,75,00,000 | 2,750.00 |
| Changes during the year | - | - |
| As at 31 March 2025 | 2,75,00,000 | 2,750.00 |

(b) Movement in equity share capital (Issued, subscribed and fully paid-up shares)

| Particulars | Equity shares | |
|-------------------------|------------------|----------|
| | Number of shares | Amount |
| As at 01 April 2023 | 1,09,43,260 | 1,094.33 |
| Changes during the year | - | - |
| As at 31 March 2024 | 1,09,43,260 | 1,094.33 |
| Changes during the year | - | - |
| As at 31 March 2025 | 1,09,43,260 | 1,094.33 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(c) Details of the shareholders holding more than 5% of equity shares of the Company is as below:

| Name of the equity shareholder | 31 March 2025 | | 31 March 2024 | |
|-------------------------------------|------------------|-----------|------------------|-----------|
| | Number of Shares | % holding | Number of Shares | % holding |
| Life Insurance Corporation of India | 13,93,248 | 12.73 | 13,93,248 | 12.73 |
| Late Pushpa Devi Bangur | - | - | 15,79,272 | 14.43 |
| The Oriental Company Limited | 12,08,012 | 11.04 | 12,08,012 | 11.04 |
| Madhav Trading Corporation Limited | 11,86,492 | 10.84 | 11,86,492 | 10.84 |
| Vinita Bangur | 21,71,976 | 19.85 | 8,92,704 | 8.16 |
| Hemant Bangur | 7,52,278 | 6.87 | 7,52,278 | 6.87 |

(d) Details of promoter's shareholding in the company is as below:

| | 31 March 2025 | | | 31 March 2024 | | |
|---|------------------|------------------|--------------------------|------------------|------------------|--------------------------|
| | Number of Shares | % of total share | % change during the year | Number of Shares | % of total share | % change during the year |
| Name of promoter | | | | | | |
| Hemant Bangur | 7,52,278 | 6.87 | - | 7,52,278 | 6.87 | - |
| Name of promoter group | | | | | | |
| Late Pushpa Devi Bangur | - | - | (14.43) | 15,79,272 | 14.43 | - |
| Vinita Bangur | 21,71,976 | 19.85 | 11.69 | 8,92,704 | 8.16 | - |
| Hemant Kumar Bangur HUF | 5,22,358 | 4.77 | - | 5,22,358 | 4.77 | - |
| Gopal Das Bangur HUF | 4,48,696 | 4.10 | - | 4,48,696 | 4.10 | - |
| Late Pushpa Devi Bangur (Trustee of Purushottam Dass Bangur Family Trust) | - | - | (1.79) | 1,95,400 | 1.79 | - |
| Hemant Bangur (Trustee of Purushottam Dass Bangur Family Trust) | 1,95,400 | 1.79 | 1.79 | - | - | - |
| Exe. To the Estate of Lt. Purushottam Dass Bangur | 1,05,606 | 0.97 | - | 1,05,606 | 0.97 | - |
| Purushottam Dass Bangur HUF | 1,03,532 | 0.95 | - | 1,03,532 | 0.95 | - |
| Late Pushpa Devi Bangur (Trustee of Pranov Bangur Benefit Trust) | - | - | (0.02) | 2,000 | 0.02 | - |
| Vinita Bangur (Trustee of Pranov Bangur Benefit Trust) | 3,02,000 | 2.76 | 2.76 | - | - | - |
| Pranov Bangur | 640 | 0.01 | - | 640 | 0.01 | - |
| The Oriental Company Limited | 12,08,012 | 11.04 | - | 12,08,012 | 11.04 | - |
| Madhav Trading Corporation Limited | 11,86,492 | 10.84 | - | 11,86,492 | 10.84 | - |
| The Cambay Investment Corporation Limited | 5,33,906 | 4.88 | - | 5,33,906 | 4.88 | - |
| Credwyn Holdings India Private Limited | 4,17,042 | 3.81 | - | 4,17,042 | 3.81 | - |

(e) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(f) Details of bonus shares issued

The Company has issued 16,00,000 number of equity shares allotted as fully paid up by way of bonus shares of ₹ 10 each on 07 March, 2016.

The Company has issued 54,71,630 number of equity shares allotted as fully paid up by way of bonus shares of ₹ 10 each on 19 December, 2022.

Note: 13 Other equity

A. Reserve and Surplus

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|--------------------|--------------------|
| (i) Securities Premium | 78,146.39 | 78,146.39 |
| (ii) General reserve | 16,071.94 | 14,071.94 |
| (iii) Retained earnings | 17,388.83 | 15,456.00 |
| Total reserves and surplus | 1,11,607.16 | 1,07,674.33 |

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| (i) Securities Premium | | |
| Balance at the beginning of the year | 78,146.39 | 78,146.39 |
| Changes during the year | - | - |
| Balance at the end of the year | 78,146.39 | 78,146.39 |
| (ii) General reserve | | |
| Balance at the beginning of the year | 14,071.94 | 12,071.94 |
| Transferred from retained earnings | 2,000.00 | 2,000.00 |
| Balance at the end of the year | 16,071.94 | 14,071.94 |
| (iii) Retained earnings | | |
| Balance at the beginning of the year | 15,456.00 | 13,655.63 |
| Profit for the year | 4,373.17 | 4,407.78 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| - Remeasurements of post-employment benefit obligation, net of tax | 333.31 | 689.27 |
| - Gain on sale of FVOCI equity investments, net of tax transferred to retained earnings from other comprehensive income | 1,415.00 | 891.97 |
| Less: Appropriations | | |
| Dividend paid during the year | (2,188.65) | (2,188.65) |
| Transferred to general reserve | (2,000.00) | (2,000.00) |
| Balance at the end of the year | 17,388.83 | 15,456.00 |

B. Other reserves - Equity instruments through Other comprehensive income

| Particulars | 31 March 2025 | 31 March 2024 |
|---|--------------------|--------------------|
| Balance at the beginning of the year | 5,482.06 | 4,205.43 |
| Changes in fair value of FVOCI equity instruments | 225.80 | 2,424.51 |
| Gain on sale of FVOCI equity investments, net of tax transferred to retained earnings | (1,415.00) | (891.97) |
| Income tax relating to above | 259.81 | (255.91) |
| Balance at the end of the year | 4,552.67 | 5,482.06 |
| Total (A+B) | 1,16,159.83 | 1,13,156.39 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(i) Securities Premium

Securities premium represents premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) General reserve

General reserve is created and utilised in compliance with provisions of the Companies Act, 2013.

(iii) Retained earnings

Retained Earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions to shareholders.

(iv) Equity instruments through OCI

The Company has elected to recognise changes in the fair value of all investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Note: 14 Borrowings - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Secured | | |
| Term loan from banks | 35.36 | 231.40 |
| Less: Current maturities of long term debts [included in current borrowings refer note 19] | (8.84) | (46.28) |
| Total | 26.52 | 185.12 |

Notes:

| Nature of security | Terms of repayment |
|---|--|
| (a) Secured term loan from bank amounting to ₹ 35.36 Lakhs (31 March 2024 - ₹ 231.40 Lakhs). Secured by hypothecation of movable fixed assets of the Company exclusively financed by Term Loan. | Repayable in 20 equal quarterly instalments beginning from June 2024 bearing interest at a rate linked to 3 (three) months T Bill. |

(b) Loans from banks has been utilized for the purpose for which it was taken.

Note: 15 (a) Lease liabilities - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|-----------------|-----------------|
| Lease Liabilities (refer note 42) | 1,261.99 | 1,057.39 |
| Total | 1,261.99 | 1,057.39 |

Note: 15 (b) Lease liabilities - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|---------------|---------------|
| Lease Liabilities (refer note 42) | 130.39 | 119.79 |
| Total | 130.39 | 119.79 |

Note: 16 Provisions - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Provision for compensated absences of employees | 633.92 | 642.91 |
| Other non-current provisions | 2.17 | 2.17 |
| Total | 636.09 | 645.08 |

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 17 Deferred tax liabilities (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Deferred tax liabilities | | |
| Investment in financial instruments at FVOCI | 1,073.75 | 1,446.58 |
| Property, plant and equipment, Goodwill and Other Intangible Assets | 5,974.88 | 6,474.08 |
| Right of Use Asset | 339.86 | 308.03 |
| Investment in financial instruments at FVTPL | - | 10.67 |
| | 7,388.49 | 8,239.36 |
| Deferred tax assets | | |
| Investment in financial instruments at FVTPL | 4.59 | - |
| Provision for leave encashment | 197.87 | 196.83 |
| Provision for doubtful advances & receivables | 51.58 | 51.58 |
| Deferred government grant | 65.83 | 75.64 |
| Lease Liabilities | 350.43 | 296.27 |
| Provision for other retirement benefits | 50.34 | 50.34 |
| Others- Deferred tax assets | 173.65 | 165.15 |
| | 894.29 | 835.81 |
| Net deferred tax liabilities (refer note below) | 6,494.20 | 7,403.55 |

Note:

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws. Refer note 32 for details pertaining to income taxes.

Notes to the Standalone Financial Statements

Movements in deferred tax Liabilities/(Assets)

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | As at 31 March 2025 | | | | As at 31 March 2024 | | | |
|---|---------------------|-----------------|---------------------------------------|-----------------|---------------------|-----------------|---------------------------------------|-----------------|
| | Charged/Credited to | | | | Charged/Credited to | | | |
| | Opening | Profit/ Loss | Other Compre- hensive Income | Closing | Opening | Profit/ Loss | Other Compre- hensive Income | Closing |
| Investment in financial instruments at FVOCI | 1,446.58 | - | (372.83) | 1,073.75 | 1,190.67 | - | 255.91 | 1,446.58 |
| Property, plant and equipment, Goodwill and Other Intangible Assets | 6,474.08 | (499.20) | - | 5,974.88 | 6,964.65 | (490.57) | - | 6,474.08 |
| Right of Use Asset | 308.03 | 31.83 | - | 339.86 | 63.97 | 244.06 | - | 308.03 |
| Investment in financial instruments at FVTPL | 10.67 | (15.26) | - | (4.59) | (9.51) | 20.18 | - | 10.67 |
| Provision for leave encashment | (196.83) | (1.04) | - | (197.87) | (185.14) | (11.69) | - | (196.83) |
| Provision for doubtful advances & receivables | (51.58) | - | - | (51.58) | (53.88) | 2.30 | - | (51.58) |
| Deferred government grant | (75.64) | 9.81 | - | (65.83) | (57.84) | (17.80) | - | (75.64) |
| Lease Liabilities | (296.27) | (54.16) | - | (350.43) | (63.24) | (233.03) | - | (296.27) |
| Provision for other retirement benefits | (50.34) | - | - | (50.34) | (50.34) | - | - | (50.34) |
| Others- Deferred Tax Assets | (165.15) | (8.50) | - | (173.65) | (156.47) | (8.68) | - | (165.15) |
| Total | 7,403.55 | (536.52) | (372.83) | 6,494.20 | 7,642.87 | (495.23) | 255.91 | 7,403.55 |

Note: 18 Other non-current liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|---------------------------|---------------|---------------|
| Deferred government grant | 234.55 | 273.56 |
| Total | 234.55 | 273.56 |

Note: 19 Borrowings - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|-----------------|
| Secured : | | |
| Current maturities of long-term debt (refer note 14) | 8.84 | 46.28 |
| Loans from banks [refer notes below] | 8,838.39 | 6,221.39 |
| Loan from Life Insurance Corporation of India | 165.66 | - |
| Unsecured : | | |
| Loans from banks [refer notes below] | 4,390.00 | - |
| Total | 13,402.89 | 6,267.67 |

Notes:

- Secured by first charge on pari passu basis by way of hypothecation of the Company's entire current assets and movables fixed assets.
Secured by extension of first charge on pari passu basis by way of mortgage of the immovable properties of the company, situated at P.S. Bauria, Dist- Howrah.
- Loans from banks comprises of cash credit facilities, working capital demand loans and unsecured loans which are payable on demand. The interest rate of such loan ranges from 0.25% to 1.10% spread over MCLR per annum, 1.75% spread over applicable repo rate and 2.08% spread over 3 months T-Bill.
- Loan from Life Insurance Corporation of India (LIC) is secured against keyman insurance policy from LIC with interest rate of 9.09%.
- Loans from banks has been utilized for the purpose for which it was taken.

Notes to the Standalone Financial Statements

Note: 20(a) Trade payables

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | 31 March 2024 |
|--|-----------------|-----------------|
| Trade Payables | | |
| Micro and Small Enterprises (refer note 43) | 430.76 | 29.12 |
| Other than Micro and Small Enterprises | 1,380.92 | 1,626.90 |
| Total | 1,811.68 | 1,656.02 |

Ageing of trade payables as at 31 March 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|--------------|-------------|-------------------|-----------------|
| | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Undisputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | 429.76 | 1.00 | - | - | - | 430.76 |
| Others | 262.77 | 292.63 | 17.67 | 0.19 | 1.03 | 574.29 |
| Disputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| | 692.53 | 293.63 | 17.67 | 0.19 | 1.03 | 1,005.05 |
| Add: Unbilled dues | | | | | | 806.63 |
| Total | | | | | | 1,811.68 |

Ageing of trade payables as at 31 March 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-------------|--------------|-------------------|-----------------|
| | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| Undisputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | 29.12 | - | - | - | - | 29.12 |
| Others | 793.59 | 66.41 | 1.12 | 21.20 | 25.28 | 907.60 |
| Disputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| | 822.71 | 66.41 | 1.12 | 21.20 | 25.28 | 936.72 |
| Add: Unbilled dues | | | | | | 719.30 |
| Total | | | | | | 1,656.02 |

Note: In case where due date is not specified invoice date has been considered for ageing purposes.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 20(b) Other financial liabilities - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Unpaid dividends [refer note (a) below] | 47.94 | 42.77 |
| Unclaimed fractional share entitlement [refer note (a) below] | 0.52 | 0.52 |
| Capital creditors | 191.59 | 225.83 |
| Employee related liabilities | 611.36 | 587.21 |
| Other payables [refer note(b) below] | 334.79 | 333.21 |
| Total | 1,186.20 | 1,189.54 |

Notes:

- (a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125C of the Companies Act, 2013 as at the end of the year.
- (b) Includes Liability for bills discounted ₹ 212.81 Lakhs (31 March 2024 - ₹ 243.59 Lakhs).

Note: 21 Provisions - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Provision for employee benefits | | |
| Provision for compensated absences of employees | 219.31 | 204.63 |
| Provision for other retirement benefits (refer note below) | 200.00 | 200.00 |
| Total | 419.31 | 404.63 |

Note:

Represent provision for interest guarantee shortfall on provident fund. Refer note 28(A)(ii)(b).

Note: 22 Current tax liabilities (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Provision for taxation [Net of advance tax of ₹ 13,831.53 Lakhs (31 March 2024 - ₹ 11,566.36 Lakhs)] | 610.76 | 650.94 |
| Total | 610.76 | 650.94 |

Note: 23 Other current liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|-----------------|-----------------|
| Advances received from customers* | 847.18 | 778.74 |
| Statutory dues | 1,037.71 | 902.82 |
| Deferred Government Grant | 27.00 | 27.00 |
| Other payables | 32.73 | 33.03 |
| Total | 1,944.62 | 1,741.59 |

* Advances from customers appearing at the beginning of the year has been entirely adjusted against revenue recognised during the year.

Note: 24 Revenue from operations

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Revenue from Contracts with Customers | | |
| Sale of Products | 62,043.53 | 64,061.94 |
| Other operating revenues | | |
| Export incentive | 624.74 | 593.53 |
| Total | 62,668.27 | 64,655.47 |

Notes:

- (a) There are no adjustment between the contracted price and revenue recognised.
- (b) Revenue from contracts with customers has been disaggregated on the basis of geographical region. (refer note 36).



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Notes to the Standalone Financial Statements

Note: 25 Other income

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Interest income from financial assets measured at amortised cost | 2,009.23 | 1,188.63 |
| Interest income from financial assets measured at FVTPL | 98.04 | 74.00 |
| Dividend income from investments designated at FVOCI [refer note (a) below] | 6.90 | 11.80 |
| Interest received on Income Tax Refund | 58.20 | - |
| Insurance policy matured | 1,678.82 | - |
| Net profit on fair value changes on investments classified at FVTPL | - | 38.08 |
| Net gain on disposal of property, plant and equipment | - | 38.28 |
| Liabilities/provisions no longer required written back | 47.27 | 256.65 |
| Provision for Doubtful Debt Written Back | - | 10.62 |
| Bad debts written back | - | 204.20 |
| Net foreign exchange gains | 229.52 | 258.61 |
| Government grants [refer note (b) below] | 39.00 | 39.00 |
| Miscellaneous income | 485.93 | 161.78 |
| Total | 4,652.91 | 2,281.65 |

Notes:

- (a) All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting year except dividend income amounting to ₹ 6.90 Lakhs (31 March 2024 - ₹ 6.36 Lakhs) pertaining to investments derecognised during the year.
- (b) Government grants are related to investments in property, plant and equipment. There are no unfulfilled conditions or other contingencies attaching to these grants.

Note: 26 Cost of materials consumed

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Raw Material at the beginning of the year | 6,301.90 | 5,917.72 |
| Add : Purchases | 39,198.82 | 32,698.25 |
| | 45,500.72 | 38,615.97 |
| Less : Raw Material at the end of the year | 12,205.36 | 6,301.90 |
| Total | 33,295.36 | 32,314.07 |

Note: 27 Changes in inventories of finished goods and work-in-progress

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-------------------|-----------------|
| Inventories at the end of the year | | |
| Work-in-progress | 2,047.38 | 1,436.45 |
| Semi - Finished Goods | 1,065.85 | 921.14 |
| Finished Goods | 5,007.98 | 4,761.51 |
| Total (A) | 8,121.21 | 7,119.10 |
| Inventories at the beginning of the year | | |
| Work-in-progress | 1,436.45 | 1,810.95 |
| Semi - Finished Goods | 921.14 | 992.34 |
| Finished Goods | 4,761.51 | 4,664.93 |
| Total (B) | 7,119.10 | 7,468.22 |
| (Increase)/decrease in inventories (B-A) | (1,002.11) | 349.12 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 28 Employee benefits expense

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| Salaries, wages & bonus | 10,195.78 | 9,860.10 |
| Contribution to provident and other funds [refer notes below] | 1,448.40 | 1,471.17 |
| Workmen and staff welfare expenses | 54.49 | 48.50 |
| Total | 11,698.67 | 11,379.77 |

Notes:

(A) Post-employment benefits

(i) Defined contribution plans

The total expenses recognised in the standalone statement of profit and loss during the year on account of defined contribution plans amounts to:

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Employer's contribution to pension fund | 472.67 | 467.02 |
| Employer's contribution to superannuation fund | 3.00 | 1.55 |
| Total | 475.67 | 468.57 |

The Company makes Pension Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(ii) Defined benefit plan

(a) Gratuity:

The employees' gratuity fund scheme is managed by a Trust and is a defined benefit plan. The funds of the trust are managed by approved insurance companies. Every employee is entitled to a benefit equivalent to fifteen day's salary last drawn for each completed year of service in line with Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. Gratuity benefit vests after five year of continuous service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation (Gratuity) over the year are as follows:

| Particulars | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|-----------------|
| 01 April 2024 | 8,533.88 | (8,966.28) | (432.40) |
| Current service cost | 479.92 | - | 479.92 |
| Interest expense/(income) | 582.47 | (612.73) | (30.26) |
| Total amount recognised in profit or loss | 1,062.39 | (612.73) | 449.66 |
| Remeasurements | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (110.21) | (110.21) |
| Actuarial (gain)/loss from change in demographic assumptions | - | - | - |
| Actuarial (gain)/loss from change in financial assumptions | 361.76 | - | 361.76 |
| Actuarial (gain)/loss from unexpected experience | (696.96) | - | (696.96) |
| Total amount recognised in other comprehensive income | (335.20) | (110.21) | (445.41) |
| Employer contributions/ premium paid | - | - | - |
| Benefit payments | (425.86) | 425.86 | - |
| 31 March 2025 | 8,835.21 | (9,263.36) | (428.15) |



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Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|-----------------|
| 01 April 2023 | 8,223.70 | (7,645.23) | 578.47 |
| Current service cost | 467.87 | - | 467.87 |
| Interest expense/(income) | 579.99 | (559.17) | 20.82 |
| Total amount recognised in profit or loss | 1,047.86 | (559.17) | 488.69 |
| Remeasurements | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (519.87) | (519.87) |
| Actuarial (gain)/loss from change in demographic assumptions | - | - | - |
| Actuarial (gain)/loss from change in financial assumptions | 143.60 | - | 143.60 |
| Actuarial (gain)/loss from unexpected experience | (544.82) | - | (544.82) |
| Total amount recognised in other comprehensive income | (401.22) | (519.87) | (921.09) |
| Employer contributions/ premium paid | - | (578.47) | (578.47) |
| Benefit payments | (336.46) | 336.46 | - |
| 31 March 2024 | 8,533.88 | (8,966.28) | (432.40) |

Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|-------------------------|---|---|
| Discount rate | 6.50% | 7.00% |
| Rate of salary increase | 9.00% | 9.00% |
| Mortality rate | Indian assured lives mortality (2006-08) (modified) | Indian assured lives mortality (2006-08) (modified) |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors.

The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of assets management, historical results of the return on plan assets, and other relevant factors.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| Assumptions | Change in assumption | Impact on scheme liabilities |
|-------------------------|---|--|
| 31 March 2025 | | |
| Discount rate | Increase by 1.00%, Decrease by 1.00% | Decrease by ₹ 695.74 Lakhs, Increase by ₹ 819.35 Lakhs. |
| Rate of salary increase | Increase by 1.00%, Decrease by 1.00% | Increase by ₹ 791.23 Lakhs, Decrease by ₹ 686.91 Lakhs. |
| 31 March 2024 | | |
| Discount rate | Increase by 1.00%, Decrease by 1.00% | Decrease by ₹ 675.02 Lakhs, Increase by ₹ 791.88 Lakhs. |
| Rate of salary increase | Increase by 1.00%, Decrease by 1.00% | Increase by ₹ 768.64 Lakhs, Decrease by ₹ 669.34 Lakhs. |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied while calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Defined benefit liabilities:

The expected maturity analysis of undiscounted gratuity is as follows:

| Particulars | Less than 1 year | 1 - 2 years | 2 - 5 years | more than 5 years | Total |
|---------------------------------------|------------------|---------------|-----------------|-------------------|-----------------|
| As at 31 March 2025 | | | | | |
| Defined benefit obligation (gratuity) | 1,564.27 | 334.73 | 1,784.69 | 4,688.77 | 8,372.46 |
| Total | 1,564.27 | 334.73 | 1,784.69 | 4,688.77 | 8,372.46 |
| As at 31 March 2024 | | | | | |
| Defined benefit obligation (gratuity) | 1,417.91 | 371.87 | 1,428.15 | 3,686.93 | 6,904.86 |
| Total | 1,417.91 | 371.87 | 1,428.15 | 3,686.93 | 6,904.86 |

Major categories of plan assets

The defined benefit plan is funded with insurance companies of India. The Company does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed.

Risk exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Investment risk:

The defined benefit plans are funded with insurance company of India. The Company does not have any liberty to manage the funds provided to insurance company. The fund is managed by the insurance company and the assets are invested in their conventional group gratuity product. The fund is subject to market risk as the price of units may go up or down. The present value of the defined benefit obligation is calculated using a discount rate determined by reference to the Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest rate risk:

The defined benefit obligation is calculated using a discount rate based on government bonds. If the bond yields fall, the defined benefit obligation will tend to increase.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement.

The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the

retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary growth risk

The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. Higher than expected increases in salary will increase the defined benefit obligation.

Defined benefit liability and employer contributions

Expected contributions to post-employment benefits plans for the year ending 31 March 2026 ₹ Nil.

The weighted average duration of the defined benefit obligation is 9 years (31 March 2024 - 8 years).

(b) Provident fund

The Provident fund is managed by the Company in the line with the Employees Provident Fund and Miscellaneous Provision Act, 1952. The Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Condition for grant of exemption stipulate that the employer shall make good deficiency, if any, in the interest declared by the trust vis-a-vis statutory rate. The contribution by the employer and employees together with the interest accumulated there on are payable to the employees at the time of their separation from the company or retirement, whichever is earlier. In view of the Company's obligation to meet the interest shortfall, this is a defined benefit plan. The Contribution made by the Company and the shortfall of the interest, if any, are recognised as an expense in the statement of profit & loss under employee benefit expense in accordance with an actuarial valuation of provident fund liabilities based on guidance issued by Actuarial Society of India and based on assumptions as mentioned below. Also refer note 21.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

The significant actuarial assumptions were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|---------------------------------------|---------------|---------------|
| Discount rate | 6.50% | 7.00% |
| Expected Rate of return on Investment | 8.20% | 8.20% |
| Guaranteed rate of return | 8.25% | 8.15% |

(B) Other long term employee benefit plan

The Company provides benefits in the nature of compensated absences which can be accumulated. The compensated absences are other long term employee benefits plan. Accumulated Compensated Absences which are expected to be availed or encashed within the 12 months from the end of the year are treated as short term employee benefits and the balance expected to be availed or encashed beyond 12 months from the year end are treated as long term liability. Expenses recognised in the Statement of Profit and loss towards compensated absences includes re-measurement gains and losses.

Note: 29 Finance costs

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Interest expense on borrowings from banks | 656.39 | 210.03 |
| Interest on Lease liabilities | 111.09 | 40.45 |
| Other borrowing costs | 51.00 | 9.67 |
| Interest on Intercompany Deposit | 97.12 | - |
| Total | 915.60 | 260.15 |

Note: 30 Depreciation and amortisation expense

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Depreciation on property, plant and equipment | 1,422.33 | 1,335.29 |
| Amortisation of Goodwill | 1,666.55 | 1,666.54 |
| Amortisation of Trademark | 468.42 | 468.42 |
| Amortisation of other intangible assets | 8.67 | 8.46 |
| Depreciation on Right of use asset | 111.82 | 77.02 |
| Total | 3,677.79 | 3,555.73 |

Notes to the Standalone Financial Statements

Note: 31 Other expenses

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| Consumption of stores and spare parts (net) | 5,232.37 | 5,086.00 |
| Power and fuel | 2,054.93 | 2,366.89 |
| Rent | 152.29 | 66.70 |
| Repairs to building | 270.00 | 314.84 |
| Repairs to machinery | 25.91 | 17.54 |
| Repairs - others | 31.10 | 35.91 |
| Insurance | 157.52 | 167.64 |
| Rates and taxes | 47.67 | 34.15 |
| Processing charges | 1,662.89 | 2,334.93 |
| Freight and delivery charges | 945.85 | 571.46 |
| Export Dock and Toll Charges | 166.14 | 183.14 |
| Brokerage and Commission | 511.03 | 271.52 |
| Net loss on disposal of property, plant and equipment | 6.07 | - |
| Net losses on fair value changes on investments classified at FVTPL | 40.58 | - |
| Corporate social responsibility expenses [refer note (b) below] | 168.91 | 289.18 |
| Loss on sale of investments | 18.49 | 4.43 |
| Miscellaneous expenses [refer note (a) below] | 1,552.44 | 1,308.72 |
| Total | 13,044.19 | 13,053.05 |

Notes:

(a) Miscellaneous expenses includes remuneration to auditors for :

| Particulars | 31 March 2025 | 31 March 2024 |
|---------------------------|---------------|---------------|
| Audit fees | 30.50 | 34.50 |
| Fees for limited reviews | 11.50 | 11.50 |
| Certification fees | 0.50 | 2.50 |
| Reimbursement of expenses | 1.99 | 2.42 |
| Total | 44.49 | 50.92 |

(b) Corporate social responsibility expenditure:

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Contribution towards Gloster - Arogya Jeevan | 38.34 | 50.04 |
| Contribution towards Gloster - Swach Vatavaran | 213.62 | 228.32 |
| Contribution towards Gloster - Vidya Prachar | 9.19 | 10.82 |
| Total | 261.15 | 289.18 |
| Amount required to be spent as per section 135 of the Act | 168.91 | 171.61 |
| Amount spent during the year on | | |
| (i) Construction/acquisition of an asset | - | - |
| (ii) On purposes other than (i) above | 261.15 | 289.18 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Details of excess CSR expenditure under section 135(5) of the Act

| Balance (excess) spent as at 01 April 2024 | Amount required to be spent during the year | Amount spent during the year | Balance (excess) spent as at 31 March 2025 |
|---|--|------------------------------|---|
| (133.79) | 168.91 | 261.15 | (226.03) |

| Balance (excess) spent as at 01 April 2023 | Amount required to be spent during the year | Amount spent during the year | Balance (excess) spent as at 31 March 2024 |
|---|--|------------------------------|---|
| (16.22) | 171.61 | 289.18 | (133.79) |

There was no amount unspent for the year ended March 31, 2025 and the amount available for set-off as at 31 March, 2025 is ₹ 226.03 lakhs.

Note: 32 Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

(a) Income tax expense

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Current tax | | |
| Current tax on profits for the year | 2,023.65 | 2,112.68 |
| Current tax relating to earlier years | (168.62) | - |
| Total current tax expense | 1,855.03 | 2,112.68 |
| Deferred tax | | |
| Decrease / (Increase) in deferred tax assets | (58.48) | (259.39) |
| (Decrease) / Increase in deferred tax liabilities | (478.04) | (235.84) |
| Total deferred tax expense/(benefit) | (536.52) | (495.23) |
| Income tax expense | 1,318.51 | 1,617.45 |

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

| Particulars | 31 March 2025 | 31 March 2024 |
|--|-----------------|-----------------|
| Profit before tax | 5,691.68 | 6,025.23 |
| Tax at the Indian tax rate of 25.168% (2023-24 – 25.168%) | 1,432.48 | 1,516.43 |
| Add / (deduct) - | | |
| Tax effect of amounts which are not deductible / (taxable) in calculating taxable income | 42.24 | 73.20 |
| Tax relating to earlier years | (168.62) | - |
| Tax effect of capital gains being measured at lower rate | - | 19.72 |
| Others | 12.41 | 8.10 |
| Total income tax expense/(credit) | 1,318.51 | 1,617.45 |

Notes to the Standalone Financial Statements

Note: 33 Fair value measurements Financial instruments by category

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|--|---------------|-----------------|------------------|---------------|------------------|------------------|
| | FVTPL | FVOCI | Amortised cost | FVTPL | FVOCI | Amortised cost |
| Financial assets | | | | | | |
| Investments | | | | | | |
| - Equity Instruments | - | 7,570.79 | - | - | 8,036.68 | - |
| - Alternative Investment Funds (Equity) | - | 1,776.12 | - | - | 2,763.85 | - |
| - Investment through PMS (Equity) | - | - | - | - | 1,223.14 | - |
| - Alternative Investment Funds (Debt) | 852.03 | - | - | 885.30 | - | - |
| - Debenture (Debt) | - | - | 1,000.00 | - | - | 1,000.00 |
| Loans to related parties | - | - | - | - | - | 15,900.00 |
| Loans to body corporates | - | - | 4,700.00 | - | - | - |
| Security deposits | - | - | 190.51 | - | - | 276.13 |
| Derivative financial assets | - | - | - | 15.11 | - | - |
| Trade receivables | - | - | 4,176.72 | - | - | 3,996.60 |
| Cash & cash equivalents | - | - | 213.72 | - | - | 39.15 |
| Other bank balances | - | - | 65.34 | - | - | 44.55 |
| Loan to employees | - | - | 394.20 | - | - | 394.78 |
| Interest accrued on Loans | - | - | 45.44 | - | - | 297.51 |
| Other financial assets | - | - | 126.68 | - | - | 282.60 |
| Total financial assets | 852.03 | 9,346.91 | 10,912.61 | 900.41 | 12,023.67 | 22,231.32 |
| Financial liabilities | | | | | | |
| Borrowings | - | - | 13,429.41 | - | - | 6,452.79 |
| Trade payables | - | - | 1,811.68 | - | - | 1,656.02 |
| Capital creditors | - | - | 191.59 | - | - | 225.83 |
| Employee related liabilities | - | - | 611.36 | - | - | 587.21 |
| Other financial liabilities & Derivative financial liabilities | - | - | 383.25 | - | - | 376.50 |
| Total financial liabilities | - | - | 16,427.29 | - | - | 9,298.35 |

The investments in equity instruments are not held for trading. Instead, they are held for medium or long term investment. Upon the application of Ind AS 109, the Company has chosen to designate these investments in equity instruments at FVOCI as the management believe that this provides a more meaningful presentation for medium or long-term investments, than reflecting changes in fair value immediately in profit or loss.

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Financial assets and liabilities measured at fair value - recurring fair value measurements - as at 31 March 2025 | Level 1 | Level 2 | Level 3 | Total |
|---|-----------------|-----------------|-----------------|------------------|
| Financial assets | | | | |
| Investments | | | | |
| - Quoted investments | 2,655.66 | - | - | 2,655.66 |
| - Unquoted investments | - | 1,575.30 | 6,967.98 | 8,543.28 |
| Derivative financial assets | - | - | - | - |
| Total financial assets | 2,655.66 | 1,575.30 | 6,967.98 | 11,198.94 |
| Financial liabilities | | | | |
| Derivative financial liabilities (not designated as hedges) | - | 1.00 | - | 1.00 |
| Total financial liabilities | - | 1.00 | - | 1.00 |

| Financial assets and liabilities measured at fair value - recurring fair value measurements - as at 31 March 2024 | Level 1 | Level 2 | Level 3 | Total |
|---|-----------------|-----------------|-----------------|------------------|
| Financial assets | | | | |
| Investments | | | | |
| - Quoted investments | 2,539.21 | - | - | 2,539.21 |
| - Unquoted investments | - | 3,644.99 | 7,724.77 | 11,369.76 |
| Derivative financial assets | - | 15.11 | - | 15.11 |
| Total financial assets | 2,539.21 | 3,660.10 | 7,724.77 | 13,924.08 |
| Financial liabilities | | | | |

Level 1 [Quoted prices in an active market]

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and debentures that have quoted price available. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 [Fair values determined using valuation techniques with observable inputs]

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives), Portfolio Management Scheme (PMS) and Alternate Investment Fund (AIF), is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 [Fair values determined using valuation techniques with significant unobservable inputs]

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities and certain Alternative Investment Funds (Equity & Debt), wherein underlying investments are mainly real estate / investment in equity shares of unlisted entities.

There are no transfers between Level 1, Level 2 and Level 3 during the year.

(ii) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted equity shares and debentures.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- Investments in PMS and AIF carried at fair value, are generally based on available NAVs. The fair value of the unquoted equity shares is determined using valuation technique that maximises the use of relevant observable inputs and minimises the use of unobservable inputs.
- The carrying amounts of trade receivables, loans, cash and cash equivalents, other bank balances, other financial assets, security deposits, trade payables and other financial liabilities are approximate to their fair values.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(iii) Disclosures related to unlisted equity securities and Alternative Investment Fund (Equity & Debt) categorized through level 3

a) The following table presents the changes in level 3 items for the periods ended 31 March 2025 and 31 March 2024:

| Particulars | Unlisted Equity Securities and Alternative Investment Fund (Equity) | Alternative Investment Fund (Debts) | Amount |
|---|---|-------------------------------------|-----------------|
| As at 01 April 2023 | 6,257.47 | 966.56 | 7,224.03 |
| Acquisitions | - | 50.00 | 50.00 |
| Sale | (176.69) | (166.82) | (343.51) |
| Gains/(losses) recognised in other comprehensive income | 758.69 | - | 758.69 |
| Gains/(losses) recognised in Profit & Loss | - | 35.56 | 35.56 |
| As at 31 March 2024 | 6,839.47 | 885.30 | 7,724.77 |
| Acquisitions | - | 185.00 | 185.00 |
| Sale | (7.38) | (159.20) | (166.58) |
| Gains/(losses) recognised in other comprehensive income | (716.14) | - | (716.14) |
| Gains/(losses) recognised in Profit & Loss | - | (59.07) | (59.07) |
| As at 31 March 2025 | 6,115.95 | 852.03 | 6,967.98 |

b) Description of significant unobservable inputs to valuation

| Particulars | Fair Value as at 31 March 2025 | Fair Value as at 31 March 2024 | Significant unobservable inputs | Assumptions / Valuation Methodology |
|---|--------------------------------|--------------------------------|--|---|
| Unquoted equity shares & Alternative Investment Funds (Equity & Debt) | 6,967.98 | 7,724.77 | Fair value of immovable assets like land, NAV of AIF (Equity & Debt) | Cost or asset method / determination of NAV based on the underlying investments of AIF. |

No reasonable change in assumptions would result in significant changes in the fair value.

c) **Valuation processes**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO). The company also involves external valuation expert, who presents a report that explains the reasons for the fair value movements. Discussions of valuation processes and results are held between the CFO, external valuation expert and the valuation team at least once every year, in line with the company's reporting periods.

The main level 3 inputs for unlisted equity securities and certain Alternative Investment Funds used by the company are derived and evaluated as follows:

- 1) Cost or assets approach is used to derive the adjusted Net Asset Value which involves determining the value per share based on the respective assets and liabilities.

- 2) Determination of NAV based on the underlying investments of Alternative Investment Fund.

iv) **Fair value of financial assets and liabilities measured at amortised cost;** the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximates their fair values.

v) **Derecognition of Investment in equity instrument designated at FVOCI :**

The Company has derecognised the Investment in equity instrument designated at FVOCI amounting to ₹ 3,111.96 Lakhs (31 March 2024 : ₹ 2,679.96 Lakhs) and the gain/(loss) on such disposal (net of tax) amounting to ₹ 1,415 Lakhs (31 March 2024 : ₹ 891.97 Lakhs) has been transferred to Retained Earnings.

The company has disposed certain investments designated as OCI since management does not see any significant appreciation in investments in medium / long-term.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 34 Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and security price risk). This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of it in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|--|--|--|
| Credit risk | Cash and cash equivalents, other bank balances, deposits with bank, trade receivables, derivative financial instruments, financial assets measured at amortised cost and fair value through profit & loss. | Ageing analysis Credit analysis | Diversification of customer base and diversification of bank deposits/investments. Entering into transaction with customer having sound financial position |
| Liquidity risk | Borrowings and other liabilities | Cash flow forecast | Availability of committed credit lines and borrowing facilities |
| Market risk – foreign exchange | Recognised financial assets and liabilities not denominated in Indian rupee (₹) | Cash flow forecast Sensitivity analysis | Entering into forward exchange contract |
| Market risk – interest rate | Short-term borrowings at variable rates | Sensitivity analysis | Diversified debt portfolio Regular monitoring of borrowings |
| Market risk – security prices | Investments in securities | Sensitivity analysis | Portfolio diversification |

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments carried at amortised cost and fair value through Profit & Loss.

i) Trade receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying 30 to 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Where credit risk is high, domestic trade receivables are backed by security deposits. Export receivables are backed by letters of credit. Financial assets are considered to be of good quality and there is no significant increase in credit risk.

Provision for expected credit loss

The requirement for impairment is analysed at each reporting date. For impairment, individual debtors are identified and assessed specifically. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. There has been no material default history in the past and accordingly no provision is considered necessary. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus fund in portfolio

management services, alternative investment funds, direct equity, debentures and in private companies are made only with approved counterparties and within credit limits assigned to each counterparty, if any. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Balances with banks and deposits are placed only with highly rated banks.

The Company's maximum exposure to credit risk for the components of the balance sheet is the carrying amounts as disclosed.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity group based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Contractual maturities of financial liabilities 31 March 2025 | Carrying Value | Contractual Cash flows | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|---|------------------|------------------------|------------------|---------------|---------------|-------------------|------------------|
| Borrowings (Including interest accrued) | 13,429.41 | 13,436.21 | 13,405.90 | 20.99 | 9.32 | - | 13,436.21 |
| Trade payables | 1,811.68 | 1,811.68 | 1,811.68 | - | - | - | 1,811.68 |
| Lease Liabilities | 1,392.38 | 4,069.95 | 138.24 | 288.79 | 167.63 | 3,475.29 | 4,069.95 |
| Other financial liabilities | 1,186.20 | 1,186.20 | 1,186.20 | - | - | - | 1,186.20 |
| Total non-derivative financial liabilities | 17,819.67 | 20,504.04 | 16,542.02 | 309.78 | 176.95 | 3,475.29 | 20,504.04 |

| Contractual maturities of financial liabilities 31 March 2024 | Carrying Value | Contractual Cash flows | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|---|------------------|------------------------|------------------|---------------|---------------|-------------------|------------------|
| Borrowings | 6,452.79 | 6,507.79 | 6,288.07 | 118.22 | 101.50 | - | 6,507.79 |
| Trade payables | 1,656.02 | 1,656.02 | 1,656.02 | - | - | - | 1,656.02 |
| Lease Liabilities | 1,177.18 | 3,388.58 | 126.69 | 261.68 | 200.69 | 2,799.52 | 3,388.58 |
| Other financial liabilities | 1,189.54 | 1,189.54 | 1,189.54 | - | - | - | 1,189.54 |
| Total non-derivative financial liabilities | 10,475.53 | 12,741.93 | 9,260.32 | 379.90 | 302.19 | 2,799.52 | 12,741.93 |

(C) Market risk

(i) Foreign currency risk

The Company undertakes transactions (e.g. sale of goods and purchases of raw materials or capital goods) denominated in foreign currencies and thus is exposed to exchange rate fluctuations. The Company evaluates its exchange rate exposure arising from foreign currency transactions and

manages the same based upon approved risk management policies which inter-alia includes entering into forward foreign exchange contracts.

Foreign currency risk exposure

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ Lakhs (foreign currency amount multiplied by closing rate), are as follows:

| Particulars | 31 March 2025 | | 31 March 2024 | |
|--|---------------|---------|---------------|---------|
| | USD | EUR | USD | EUR |
| Financial assets | | | | |
| Trade receivables | 1,700.32 | 70.59 | 801.83 | 70.01 |
| Derivative assets | | | | |
| Foreign exchange forward contracts - Sell foreign currency | (1,700.32) | (70.59) | (801.83) | (70.01) |
| Net exposure to foreign currency risk (assets) | - | - | - | - |

The Company also has exposures in below currencies:

| Particulars | 31 March 2025 | | 31 March 2024 | |
|--|---------------|---------|---------------|-----|
| | GBP | JPY | GBP | JPY |
| Financial assets | | | | |
| Trade receivables | 33.14 | 26.01 | - | - |
| Derivative assets | | | | |
| Foreign exchange forward contracts - Sell foreign currency | (33.14) | (26.01) | - | - |
| Net exposure to foreign currency risk (assets) | - | - | - | - |

Sensitivity has not been disclosed as all exposures are largely hedged.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(iii) Security price risk

The Company's expense to equity securities price risk arises from instruments held by the Company and classified in the Balance Sheet either as fair value through Other Comprehensive Income (OCI) or at fair value through Profit or Loss (Refer Note 33).

To manage its price risk arising from investments in equity securities the Company diversifies its portfolio.

(a) Interest rate risk exposure on financial liabilities

The exposure of the Company's financial liabilities to interest rate risk is as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|--------------------------|------------------|-----------------|
| Variable rate borrowings | 13,429.41 | 6,452.79 |
| Total borrowings | 13,429.41 | 6,452.79 |

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

| Particulars | Impact on profit before tax | | Impact on equity | |
|--|-----------------------------|---------------|------------------|---------------|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| Interest expense rates – increase by 70 basis points (70 bps)* | (94.01) | (45.17) | (70.35) | (33.80) |
| Interest expense rates – decrease by 70 basis points (70 bps)* | 94.01 | 45.17 | 70.35 | 33.80 |

* holding all other variables constant

Note: 35 Capital Management

(a) Risk management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and
- benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on the basis of the following gearing ratio:

- net debt (total borrowings and lease liabilities net of cash and cash equivalents)
- divided by total equity

Loan covenants

Under the terms of the major borrowing facilities, the Company is required to comply with certain financial covenants. The Company has complied with the debt covenants throughout the reporting period.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) Dividends paid and proposed

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| i) Equity shares | | |
| Final dividend paid for the year ended 31 March 2024 - ₹ 20/- (31 March 2023 - ₹ 20/-) per fully paid share | 2,188.65 | 2,188.65 |
| (ii) Dividends not recognised at the end of the reporting period | | |
| In addition to the above dividends, since year end the board has recommended the payment of a final dividend of 200% i.e. ₹ 20/- per fully paid equity share (31 March 2024 - ₹ 20/-). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 2,188.65 | 2,188.65 |

Note: 36 Segment information

(a) Description of segments and principal activities

Gloster Limited is primarily engaged in the business of manufacture and sale of jute and jute allied goods. Gloster Limited exports to various countries spread over the world and is having its manufacturing facilities located in India. In accordance with Ind-AS 108 - "Operating Segment", the Company has presented segment information only on the basis of Consolidated Financial Statements.

(b) The Company is domiciled in India, however also sells its products outside India. The geographical segments considered for disclosure are as under:

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|---|---------------|-----------------|-----------|---------------|-----------------|-----------|
| | Within India | Outside India # | Total | Within India | Outside India # | Total |
| Revenue | 44,208.14 | 18,460.13 | 62,668.27 | 49,065.89 | 15,589.58 | 64,655.47 |
| Non-current assets other than financial instruments * | 58,744.56 | - | 58,744.56 | 60,278.68 | - | 60,278.68 |

* Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, right of use assets, goodwill, other intangible assets, intangible assets under development and other non-current assets.

There are no single customer directly or indirectly from whom more than 10% of the revenue is derived .

The amount of revenue from outside India broken down by location of customer:

| Revenue from external customers | 31 March 2025 | 31 March 2024 |
|---------------------------------|------------------|------------------|
| Outside India: | | |
| Americas | 4,225.59 | 2,459.76 |
| Europe | 8,144.42 | 8,184.52 |
| Asia | 1,805.56 | 1,904.84 |
| Australia | 1,512.55 | 1,075.17 |
| Others | 2,772.01 | 1,965.29 |
| Total revenue | 18,460.13 | 15,589.58 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 37 Related party transactions

- a) Set out below are the subsidiaries of the Company as at 31 March 2025 and 31 March 2024. These investments are carried at cost. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

| Particulars | Ownership interest in percentage 31 March 2025 | Ownership interest in percentage 31 March 2024 |
|---------------------------------|---|---|
| Subsidiaries | | |
| Gloster Lifestyle Limited | 100% | 100% |
| Gloster Specialities Limited | 100% | 100% |
| Network Industries Limited | 100% | 100% |
| Gloster Nuvo Limited | 100% | 100% |
| Fort Gloster Industries Limited | 100% | 100% |

All the Companies are incorporated in India.

b) Key Management Personnel

- Shri Hemant Bangur, Executive Chairman
- Shri S N Bhattacharya, Independent Non Executive Director
- Dr. Prabir Ray, Independent Non Executive Director
- Smt. Ishani Ray, Independent Non Executive Director
- Shri Rohit Bihani, Independent Non Executive Director
- Shri Yogendra Singh, Non Executive Director
- Shri D C Baheti, Managing Director (upto 13th September, 2024)

c) Post Retirement Plan

- Gloster Jute Mills Ltd. Employees Provident Fund
- Gloster Jute Employees' Gratuity Fund
- Gloster Superannuation Fund

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(d) Transactions with related parties are as follows:

| Particulars | Year | Key Management Personnel | Network Industries Limited | Gloster Nuvo Limited | Fort Gloster Industries Limited | Gloster Lifestyle Limited | Gloster Specialities Limited | Gloster Jute Mills Ltd. Employees Provident Fund | Gloster Superannuation Fund |
|--|---------|--------------------------|----------------------------|----------------------|---------------------------------|---------------------------|------------------------------|--|-----------------------------|
| Transactions during the year | | | | | | | | | |
| Dividend paid | 2024-25 | 150.46 | - | - | - | - | - | - | - |
| | 2023-24 | 150.46 | - | - | - | - | - | - | - |
| Rent paid | 2024-25 | - | 15.00 | 91.27 | - | - | - | - | - |
| | 2023-24 | - | 15.00 | 21.25 | - | - | - | - | - |
| Investment in equity shares | 2024-25 | - | - | 8,880.00 | 9,250.00 | - | - | - | - |
| | 2023-24 | - | - | - | 7,600.00 | - | - | - | - |
| Reimbursement of Expenses (Given) | 2024-25 | - | 0.73 | 1.22 | 28.02 | - | - | - | - |
| | 2023-24 | - | 11.29 | 4.52 | 24.00 | - | - | - | - |
| Reimbursement of Expenses (Received) | 2024-25 | - | 0.73 | 1.22 | 28.02 | - | - | - | - |
| | 2023-24 | - | 11.29 | 4.52 | 24.00 | - | - | - | - |
| Loan given | 2024-25 | - | - | 8,055.00 | 7,850.00 | - | - | - | - |
| | 2023-24 | - | - | 1,600.00 | 8,200.00 | - | - | - | - |
| Repayment of Loan given | 2024-25 | - | - | 775.00 | 12,900.00 | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Interest Income on loan given | 2024-25 | - | - | 466.32 | 1,369.54 | - | - | - | - |
| | 2023-24 | - | - | 12.37 | 1,001.24 | - | - | - | - |
| Loan taken | 2024-25 | - | - | - | - | 1,955.00 | 1,630.00 | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Repayment of Loan taken | 2024-25 | - | - | - | - | 1,955.00 | 1,630.00 | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Interest expense on loan taken | 2024-25 | - | - | - | - | 45.68 | 36.87 | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Sale of Raw Materials | 2024-25 | - | - | 55.06 | - | - | - | - | - |
| | 2023-24 | - | - | 1.30 | 1.13 | - | - | - | - |
| Sale of Stores Materials | 2024-25 | - | - | 135.73 | - | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Sale of Capital Assets | 2024-25 | - | - | 36.54 | 24.00 | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Sale of Duty Credit Scrips | 2024-25 | - | - | 128.40 | - | - | - | - | - |
| | 2023-24 | - | - | 64.26 | - | - | - | - | - |
| Purchase of Goods | 2024-25 | - | - | 3,441.25 | 6.78 | - | - | - | - |
| | 2023-24 | - | - | - | 4.46 | - | - | - | - |
| Purchase of Stores materials | 2024-25 | - | - | 9.42 | - | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Commission on Corporate Guarantee provided | 2024-25 | - | - | 123.10 | 117.87 | - | - | - | - |
| | 2023-24 | - | - | 91.01 | - | - | - | - | - |
| Contributions Paid | 2024-25 | - | - | - | - | - | - | 1,239.43 | - |
| | 2023-24 | - | - | - | - | - | - | 1,288.70 | 1.55 |



GLOSTER LIMITED

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Year | Key Management Personnel | Network Industries Limited | Gloster Nuvo Limited | Fort Gloster Industries Limited | Gloster Lifestyle Limited | Gloster Specialities Limited | Gloster Jute Mills Ltd. Employees Provident Fund | Gloster Superannuation Fund |
|---|---------|--------------------------|----------------------------|----------------------|---------------------------------|---------------------------|------------------------------|--|-----------------------------|
| Outstanding balances at year end | | | | | | | | | |
| Commission payable | 2024-25 | 110.00 | - | - | - | - | - | - | - |
| | 2023-24 | 160.00 | - | - | - | - | - | - | - |
| Security Deposits | 2024-25 | - | 30.00 | - | - | - | - | - | - |
| | 2023-24 | - | 30.00 | - | - | - | - | - | - |
| Investment in Equity Shares | 2024-25 | - | 3,699.00 | 15,480.00 | 21,691.00 | 513.41 | 528.59 | - | - |
| | 2023-24 | - | 3,699.00 | 6,600.00 | 12,441.00 | 513.41 | 528.59 | - | - |
| Interest accrued on loan given | 2024-25 | - | - | - | - | - | - | - | - |
| | 2023-24 | - | - | 11.13 | 284.17 | - | - | - | - |
| Interest accrued on loan taken | 2024-25 | - | - | - | - | - | 3.16 | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Receivable for goods & services | 2024-25 | - | - | 82.08 | - | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Payable for goods & services | 2024-25 | - | - | 10.90 | - | - | - | - | - |
| | 2023-24 | - | - | - | - | - | - | - | - |
| Loan Given | 2024-25 | - | - | - | - | - | - | - | - |
| | 2023-24 | - | - | 1,600.00 | 14,300.00 | - | - | - | - |
| Contribution Payable to Provident Fund | 2024-25 | - | - | - | - | - | - | 103.26 | - |
| | 2023-24 | - | - | - | - | - | - | 111.12 | - |

| Key management personnel compensation | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| a. Short-term employee benefits | 341.78 | 522.62 |
| b. Post-employment benefits | 41.81 | 99.76 |
| c. Sitting fees | 7.50 | 7.10 |
| d. Commission to Non Executive Directors | 35.00 | 35.00 |
| Total | 426.09 | 664.48 |

Notes:

- (a) Pursuant to approval of Board of Directors at its meeting held on February 07, 2025 for conversion of loans given to Fort Gloster Industries Limited (FGIL), wholly owned subsidiary, amounting to ₹ 9,250 Lakhs, FGIL has allotted 9,25,00,000 number of Equity Shares to the Company at a face value of ₹ 10/- each on March 31, 2025. [refer note 5(a) & (c)].
- (b) Pursuant to approval of Board of Directors at its meeting held on February 07, 2025 for conversion of loans given to Gloster Nuvo Limited (GNL), wholly owned subsidiary, amounting to ₹ 8,880 Lakhs, GNL has allotted 8,88,00,000 number of Equity Shares to the Company at a face value of ₹ 10/- each on March 31, 2025. [refer note 5(a) & (c)].
- (c) The security deposit balance represents the amount actually paid by the Company without impact of fair valuation. (fair value of security deposit is ₹ 5.62 Lakhs (31 March 2024 - ₹ 5.27 Lakhs).
- (d) The Company has entered into a lease arrangement with its subsidiary Network Industries Limited pertaining to which finance cost amounting to ₹ 16.81 Lakhs (31 March 2024 - ₹ 16.74 Lakhs) & depreciation amounting to ₹ 9.10 Lakhs (31 March 2024 - ₹ 9.10 Lakhs) has been recognised in the statement of Profit and Loss. The closing balance of lease liabilities as on 31 March, 2025 is ₹ 240.75 Lakhs (31 March, 2024 - ₹ 238.95 Lakhs) (Non current) and ₹ 14.08 Lakhs (31 March, 2024 - ₹ 14.08 Lakhs) (Current) [refer note 42]

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

- (e) For contribution to Gloster Jute Employees' Gratuity Fund please refer note no 28 (A) (ii) (a).
- (f) For corporate guarantees given during the year and outstanding as at 31 March 2025 - refer note 39.
- (g) Maximum amount outstanding at any time during the year are ₹ 9,080.00 Lakhs (31 March 2024 - ₹1,600.00 Lakhs) for Gloster Nuvo Limited and ₹ 18,950.00 Lakhs (31 March 2024 - ₹ 14,300 Lakhs) for Fort Gloster Industries Limited. For loans outstanding as at 31 March 2025 & 31 March 2024 - refer note 5(d).
- (h) Above loans are repayable on demand and interest rate for said loan ranges from 9.70% to 9.80%.

Terms and conditions of the transactions

All outstanding balances are unsecured.

Disclosure pursuant to section 186(4) of the Companies Act, 2013, regarding investments/loans made in subsidiaries/group companies and other investments are mentioned in note 5(b), note 5(c) and note 9(a). For Guarantee & Loans - refer point (f), (g) & (h) above.

All transactions are made in ordinary course of business and are done on arms length basis.

Note: 38 Earnings per equity share

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| (I) Basic | | |
| a. Net profit after tax | 4,373.17 | 4,407.78 |
| b. (i) Number of equity shares at the beginning of the year | 1,09,43,260 | 1,09,43,260 |
| (ii) Number of equity shares at the end of the year | 1,09,43,260 | 1,09,43,260 |
| (iii) Weighted average number of equity shares outstanding during the year | 1,09,43,260 | 1,09,43,260 |
| c. Face value of equity share (₹) | 10 | 10 |
| d. Basic earning per share (₹) | 39.96 | 40.28 |
| (II) Diluted | | |
| a. Dilutive potential equity shares | - | - |
| b. Weighted average number of equity shares for computing diluted earnings per share | 1,09,43,260 | 1,09,43,260 |
| c. Diluted earning per share (₹) | 39.96 | 40.28 |

Note: 39 Contingent liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Claims against the Company not acknowledged as debts | | |
| Sales tax matter | 135.69 | 135.69 |
| ESI | 50.31 | 50.31 |
| Other matter | 9.19 | - |
| Corporate Guarantee [refer note (iii)] | 65,800.00 | 18,200.00 |

Notes:

- (i) The future cash outflow, if any, cannot be ascertained, pending resolution of the proceedings.
- (ii) The Company does not expect any reimbursement in respect of the above contingent liabilities.
- (iii) Corporate guarantee is given with respect to loan taken by Gloster Nuvo Limited [Loan outstanding 31 March 2025 - ₹ 18,858.98 Lakhs (31 March 2024 - ₹ 11,905.45 Lakhs)] and Fort Gloster Industries Limited [Loan outstanding 31 March 2025 - ₹ 22,084.86 Lakhs (31 March 2024 - ₹ Nil)].

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 40 Commitments

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Estimated amounts of contracts remaining to be executed on capital account and not provided for property, plant and equipment | 262.89 | 1,188.08 |
| Uncalled Capital Commitment towards investments | 265.00 | 450.00 |

Note : 41 Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt

| Particulars | 31 March 2025 | 31 March 2024 |
|-------------------------|--------------------|-------------------|
| Cash & cash Equivalents | 213.72 | 39.15 |
| Non-current borrowings | (26.52) | (185.12) |
| Current borrowings | (13,402.89) | (6,267.67) |
| Lease Liabilities | (1,392.38) | (1,177.18) |
| TOTAL | (14,608.07) | (7,590.82) |

| Particulars | Other assets | Liabilities from financing activities | | | Total |
|---|---------------------------|---------------------------------------|--------------------|-------------------|--------------------|
| | Cash and cash equivalents | Non-current borrowings | Current borrowings | Lease liabilities | |
| Net debt as at 01 April 2024 | 39.15 | (185.12) | (6,267.67) | (1,177.18) | (7,590.82) |
| Cash flows | 174.57 | 240.24 | (7,172.66) | - | (6,757.85) |
| Classification to current portion | - | (37.44) | 37.44 | - | - |
| Additions during the year | - | (44.20) | - | (191.11) | (235.31) |
| Principal Repayment of Lease including interest | - | - | - | 87.00 | 87.00 |
| Interest expense | - | (1.89) | (802.62) | (111.09) | (915.60) |
| Interest paid | - | 1.89 | 716.70 | - | 718.59 |
| Other borrowing Cost paid | - | - | 51.00 | - | 51.00 |
| Interest accrued but not due on borrowings | - | - | 34.92 | - | 34.92 |
| Net debt as at 31 March 2025 | 213.72 | (26.52) | (13,402.89) | (1,392.38) | (14,608.07) |
| Net debt as at 01 April 2023 | 114.58 | (145.72) | (2,635.64) | (251.29) | (2,918.07) |
| Cash flows | (75.43) | (86.50) | (3,585.75) | - | (3,747.68) |
| Classification to current portion | - | 46.28 | (46.28) | - | - |
| Additions during the year | - | - | - | (972.44) | (972.44) |
| Principal Repayment of Lease including interest | - | - | - | 87.00 | 87.00 |
| Interest expense | - | (17.64) | (202.06) | (40.45) | (260.15) |
| Interest paid | - | 18.46 | 182.22 | - | 200.68 |
| Interest accrued but not due on borrowings | - | - | 10.17 | - | 10.17 |
| Other borrowing Cost paid | - | - | 9.67 | - | 9.67 |
| Net debt as at 31 March 2024 | 39.15 | (185.12) | (6,267.67) | (1,177.18) | (7,590.82) |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note : 42 Lease

The Company as a Lessee

(a) The Company has entered into four lease agreements as below:

Lease agreement for a term of thirty years commencing from 09 March 2021 for land situated at Bauria, West Bengal with it's wholly owned subsidiary. The lease payments are on fixed rental basis along with an incremental clause every 5 years with an option to renew at the end of lease period.

Lease agreement for a term of five years commencing from 01 April 2023 for Office Building situated at 21 Strand Road, Kolkata - 700 001 with M/s. Oriental Company Limited. The lease payments are on fixed rental basis without any incremental clause with an option to renew at the end of lease period.

Lease agreement for a term of thirty years commencing from 01 March 2024 for land measuring about 21,807.388 Sq.mtr situated at Budge Budge, West Bengal with Syama Prasad Mookerjee Port. The lease payments are on fixed rental basis along with an escalation of 5% every year without any option of renewal.

Lease agreement for a term of thirty years commencing from 01 April 2024 for land measuring about 6,549.372 Sq.mtr situated at Budge Budge, West Bengal with Syama Prasad Mookerjee Port. The lease payments are on fixed rental basis along with an escalation of 5% every year without any option of renewal.

The Company has certain lease premises with lease term of 12 months or less. The Company applies short-term recognition exemption for these leases.

(b) Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|----------------------------|----------------------------|----------------------------|
| Right-of-use assets | | |
| Land | 1,284.18 | 1,098.03 |
| Building | 196.40 | 261.87 |
| Total | 1,480.58 | 1,359.90 |
| Particulars | As at 31 March 2025 | As at 31 March 2024 |
| Lease Liabilities | | |
| Current | 130.39 | 119.79 |
| Non Current | 1,261.99 | 1,057.39 |
| Total | 1,392.38 | 1,177.18 |

(c) Following are the changes in carrying value of right-of-use assets:

| Particulars | Right-of-Use Land | Right-of-Use Building | Total Right-of-Use Assets |
|--|-------------------|-----------------------|---------------------------|
| Balance as at 01 April 2024 (At cost) | 1,128.36 | 327.33 | 1,455.69 |
| Additions during the year | 232.50 | - | 232.50 |
| Terminations during the year | - | - | - |
| Balance as at 31 March 2025 (At cost) | 1,360.86 | 327.33 | 1,688.19 |
| Accumulated depreciation as at 01 April 2024 | 30.33 | 65.46 | 95.79 |
| Charge for the year | 46.35 | 65.47 | 111.82 |
| Terminations during the year | - | - | - |
| Accumulated depreciation as at 31 March 2025 | 76.68 | 130.93 | 207.61 |
| Carrying amount Balance as at 31 March 2025 | 1,284.18 | 196.40 | 1,480.58 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Right-of-Use Land | Right-of-Use Building | Total Right-of-Use Assets |
|--|-------------------|-----------------------|---------------------------|
| Balance as at 01 April 2023 (At cost) | 272.93 | - | 272.93 |
| Additions during the year | 855.43 | 327.33 | 1,182.76 |
| Terminations during the year | - | - | - |
| Balance as at 31 March 2024 (At cost) | 1,128.36 | 327.33 | 1,455.69 |
| Accumulated depreciation as at 01 April 2023 | 18.77 | - | 18.77 |
| Charge for the year | 11.56 | 65.46 | 77.02 |
| Terminations during the year | - | - | - |
| Accumulated depreciation as at 31 March 2024 | 30.33 | 65.46 | 95.79 |
| Carrying amount Balance as at 31 March 2024 | 1,098.03 | 261.87 | 1,359.90 |

(d) Following are the changes in carrying value of Lease Liabilities:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--------------------------------|---------------------|---------------------|
| Opening Balance | 1,177.18 | 251.29 |
| Additions during the year | 191.11 | 972.44 |
| Finance costs during the year | 111.09 | 40.45 |
| Lease payments during the year | (87.00) | (87.00) |
| Closing Balance | 1,392.38 | 1,177.18 |

(e) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Depreciation charge of right-of-use assets (refer note 30) | 111.82 | 77.02 |
| Interest expense (refer note 29) | 111.09 | 40.45 |
| Expenses relating to short-term leases and leases of low-value assets (refer note 31) | 118.57 | 32.98 |
| Total | 341.48 | 150.45 |

(f) The Company had a total cash outflow of ₹ 87 Lakhs for leases for the year ended 31 March 2025 (31 March 2024 - ₹ 87 lakhs)

(g) Extension and Termination Option- Extension and termination options are included in the Company's lease contracts. These are used to maximise operational flexibility in terms of margin, the asset used in the Company's operations and accordingly extension and termination options are considered for determining the lease term.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 43 Dues to micro and small enterprises

The Company has certain dues to Suppliers registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are:

| Sl. no. | Particulars | 31 March 2025 | 31 March 2024 |
|---------|--|---------------|---------------|
| (a) | (i) The principal amount remaining unpaid to any supplier as at the end of the accounting year | 430.76 | 29.12 |
| | (ii) The interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 0.05 | - |
| (b) | The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| (c) | The amount of interest due and payable for the period of delay in making payment (which has 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 | 1.28 | 0.09 |
| (d) | The amount of interest accrued and remaining unpaid at the end of the year | 5.12 | 3.79 |
| (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. | - | - |

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small & Medium" enterprises on the basis of information available with the Company.

Note: 44

The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Note: 45

The Board of Directors at its meeting held on 13th November, 2024, approved the Scheme of amalgamation of Gloster Lifestyle Limited and Gloster Specialities Limited ('Transferor Companies') both wholly owned subsidiaries of the Company with Gloster Limited ('Transferee Company'), subject to necessary approvals.

Notes to the Standalone Financial Statements

Note 46 : Financial Ratios

(All amounts in ₹ Lakhs, unless otherwise stated)

The ratios as per the latest amendment to schedule III are as follows:-

| Sl. no. | Ratio | 31 March 2025 | 31 March 2024 | Variation (%) |
|---------|--|---------------|---------------|---------------|
| 1 | Current ratio (Times) | 1.73 | 1.97 | -12.18% |
| 2 | Debt-equity ratio (Times) * | 0.11 | 0.06 | 83.33% |
| 3 | Debt service coverage ratio (Times) # | 8.46 | 24.04 | -64.81% |
| 4 | Return on equity ratio (%) | 3.78% | 3.95% | -4.30% |
| 5 | Inventory turnover ratio (Times) | 3.39 | 4.35 | -22.07% |
| 6 | Trade receivables turnover ratio (Times) | 15.18 | 16.39 | -7.38% |
| 7 | Trade payables turnover ratio (Times) | 25.63 | 30.61 | -16.27% |
| 8 | Net capital turnover ratio (Times) | 4.36 | 5.49 | -20.58% |
| 9 | Net profit ratio (%) | 7.05% | 6.88% | 2.47% |
| 10 | Return on capital employed (%) | 5.68% | 5.98% | -5.02% |
| 11 | Return on investment (%) | 4.70% | 4.81% | -2.29% |

* The variation at 31 March 2025 compared to 31 March 2024 is primarily due to increase in short term borrowing in current financial year.

The variation are primarily due to decrease in profitability & increase in debt during the year.

| Sl. no. | Ratio | Numerator | Denominator |
|---------|----------------------------------|--|---|
| 1 | Current ratio | Current Assets | Current Liabilities |
| 2 | Debt-equity ratio | Total Debt = Long Term Borrowing + Short Terms Borrowing | Total Equity |
| 3 | Debt service coverage ratio | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Finance Cost - Interest Income - Dividend Income + Net Loss on sale of Investment + Net (Gain)/Loss on disposal of Property, Plant & Equipment | Debt service = Interest & Lease Payments + Principal Repayments |
| 4 | Return on equity ratio | Profit for the year | Average Shareholder's Equity = (Opening Total Equity + Closing Total Equity) / 2 |
| 5 | Inventory turnover ratio | Turnover = Total Sales | Average inventory =(Opening Inventory + Closing Inventory) / 2 |
| 6 | Trade receivables turnover ratio | Turnover = Total Sales | Average Trade Receivable = (Opening Trade Receivable + Closing Trade Receivable) / 2 |
| 7 | Trade payables turnover ratio | Total Purchases =Total purchases including consumption of stores and spare parts | Average Trade Payables= (Opening Trade Payables + Closing Trade Payables) / 2 |
| 8 | Net capital turnover ratio | Turnover = Total Sales | Working Capital =Working capital shall be calculated as current assets minus current liabilities. |
| 9 | Net profit ratio | Profit for the year | Turnover = Total Sales |
| 10 | Return on capital employed | Earning before interest and taxes | Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability Tangible Networth = Total Equity-Goodwill-Other Intangible Assets. |
| 11 | Return on investment | Earning before interest and taxes | Average Total Asset= (Opening Total Assets + Closing Total Assets) / 2 |

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 47

Additional Regulatory Information required by Schedule III

- (i) No proceedings have been initiated on or are pending against the company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) [formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)] and Rules made there under.
- (ii) The Company has been sanctioned working capital limit in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of accounts. Further, the returns for the quarter ended March 31, 2025 would be appropriately filed by the company within the extended due date.
- (iii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iv) The Company has no transactions with the companies struck off under the Companies Act, 2013 or Companies Act, 1956.
- (v) The Company has complied with the number of layers as prescribed in section 2(89) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.
- (vi) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. Also refer note 46.
- (vii) I. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
 II. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entity identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (viii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (x) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (xi) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Rajappa Shivalingappa (DIN: 02971967)
CEO & Whole Time Director

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

INDEPENDENT AUDITOR'S REPORT

To the Members of Gloster Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Gloster Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") (refer Note 1 to the attached consolidated financial statements), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2025, and consolidated total comprehensive income (comprising of loss and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of

the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence, we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to Note 38(iii) to the accompanying Consolidated Financial Statements, which describes the pending litigation of the Holding and a Subsidiary Company in respect of the matter related to legal ownership of a Trademark which is treated as an asset of the Subsidiary Company pursuant to NCLT order of September 2019. Pending settlement of this sub-judice matter, no adjustments to the consolidated financial statements have been considered necessary.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

| Key audit matter | How our audit addressed the key audit matter |
|--|---|
| <p>Assessment of the carrying value of investments carried at fair value</p> <p>Refer to Note 2.7 – "Financial Assets" Note 2A "Critical estimates and judgements" Note 5(a) and Note 9(a) "Investments" and Note 32 – "Fair value measurements".</p> <p>As at March 31, 2025, the Holding Company has investments aggregating to Rs. 8,543.28 lakhs in various securities comprising of equity shares in unlisted companies and investments in certain funds. These investments are carried at their fair values determined by the Holding Company as per Ind AS 113 'Fair Value Measurement' and have been categorized as Level 2 and Level 3 in the fair value hierarchy, which is inherently subjective, and their valuation involves using inputs other than quoted prices in an active market in certain cases. For the purpose of valuation of investments in unlisted Companies, the Holding Company's management has engaged independent valuation experts and for the funds, obtained valuation reports from the respective fund houses.</p> <p>We have determined this to be a key audit matter because of the inherently subjective nature of valuation and involvement of significant judgements by the management in assessing the carrying value thereof.</p> | <p>Our procedures included the following:</p> <p>We understood, assessed and tested the design and operating effectiveness of key controls over fair valuation of investments.</p> <p>We perused the report issued by the external valuation experts engaged by the management and conducted enquiries with them to understand the assumptions considered by them.</p> <p>We evaluated the competence, capability and objectivity of the valuation experts of the management.</p> <p>We tested the reasonableness of management's fair value estimates, on a test check basis, by obtaining corroborative pricing from independent sources, where available.</p> <p>We obtained direct confirmations from the respective fund houses for the valuation of investments and on a sample basis obtained the underlying valuation reports to corroborate the details in the confirmation.</p> <p>With the involvement of auditor's experts, we assessed the methodology and the appropriateness of the valuation models and inputs used by management's valuation experts.</p> <p>We validated the source data on a sample basis and tested the arithmetical accuracy of the calculations of valuation of investments.</p> <p>We assessed the adequacy of the Holding Company's disclosures in consolidated financial statements.</p> |

Other Information

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report along with its Annexures included in the Company's Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 15 below), we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

7. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with National Company Law Tribunal (NCLT), Kolkata, order as stated in Note 2.5 to the consolidated financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis

of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.
 13. 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.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances,

we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. The standalone financial statements of four subsidiaries reflect total assets of Rs. 44,035.04 lakhs and net assets of Rs. 19,809.26 lakhs as at March 31, 2025, total revenue of Rs. 5,217.35 lakhs, total net loss after tax of Rs. (1,290.23) lakhs, total comprehensive income (comprising of loss and other comprehensive income) of Rs. (1,251.91) lakhs and net cash flows amounting to Rs. 1,728.37 lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of these subsidiaries have been audited by other auditors whose reports have been furnished to us by the Holding Company's management and other auditors, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries is based on the reports of the other auditors and the procedures performed by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that the auditors of the following companies have given certain remarks in their CARO 2020 report on the standalone financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

| Sl No. | Name of the Company | CIN | Relationship with the Holding Company | Date of the respective auditor's report | Paragraph number in the respective CARO reports |
|--------|---------------------------------|-----------------------|---------------------------------------|---|---|
| 1 | Gloster Limited | L17100WB1923PLC004628 | Holding Company | May 29, 2025 | i(c), vii(b) |
| 2 | Fort Gloster Industries Limited | U17232WB1890PLC000627 | Subsidiary | May 28, 2025 | i(c), xvii |
| 3 | Gloster Nuvo Limited | U17299WB2020PLC236120 | Subsidiary | May 28, 2025 | xvii |
| 4 | Gloster Lifestyle Limited | U18100WB2011PLC159678 | Subsidiary | May 12, 2025 | vii(b) |
| 5 | Network Industries Limited | U17111WB1989PLC046577 | Subsidiary | May 16, 2025 | i(b) |

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors (refer paragraph 15 above) except that, in case of a subsidiary, the back-up of the books of account and other books and papers maintained in electronic mode has not been maintained on a daily basis on servers physically located in India and the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with National Company Law Tribunal (NCLT), Kolkata, order as stated in Note 2.5 to the Consolidated Financial Statements.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on April 1, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 17(b) above on reporting under Section 143(3)(b) and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Rules.
 - (g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
 - (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 consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group – Refer Note 38 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2025 for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year.

During the year ended March 31, 2025, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India.
 - iv.(a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in Note 47(vii)(I) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the Note 47(vii)(II) to the financial statements, no funds have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries 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.
 - (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
 - v. The dividend declared and paid by the Holding Company during the year is in compliance with Section 123 of the Act. The subsidiaries have not declared or paid any dividend during the year.



GLOSTER LIMITED

- vi. Based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, the Group, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility (other than for property, plant and equipment and intangible assets) in case of the Holding Company and a subsidiary and that has operated throughout the year for all relevant transactions recorded in the software, except that at database level for one accounting software, the audit log of modification does not contain the pre-modified values in case

of the Holding Company. During the course of performing our procedures except the aforesaid instances, we did not notice any instance of audit trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Group as per the statutory requirements for record retention, except for the period April 1, 2023 till May 16, 2023 in case of a subsidiary.

18. The Group have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/E-300009

Pravin Rajani

Partner

Membership Number: 127460

UDIN: 25127460BMOSX12093

Kolkata

May 29, 2025

Annexure A to Independent Auditor's Report

Referred to in paragraph 17(g) of the Independent Auditor's Report of even date to the members of Gloster Limited on the consolidated financial statements as of and for the year ended March 31, 2025

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Gloster Limited (hereinafter referred to as "the Holding Company") and its subsidiaries, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiaries, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on 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 ("the Guidance Note") 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing specified 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports

referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 with reference to financial statements

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

Opinion

8. In our opinion, the Holding Company and its subsidiaries, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiaries considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to four subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of this matter.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/E-300009

Pravin Rajani
Partner

Membership Number: 127460
UDIN: 25127460BMOSXI2093



GLOSTER LIMITED

Consolidated Balance Sheet as at 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | 31 March 2025 | 31 March 2024 |
|---|-------|--------------------|--------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 88,187.90 | 63,832.44 |
| Right of use asset | 4(a) | 1,341.47 | 1,226.89 |
| Capital work in progress | 4(b) | 8,398.24 | 11,747.27 |
| Goodwill | 4(c) | 16,248.78 | 17,915.33 |
| Other intangible assets | 4(d) | 5,769.65 | 6,303.38 |
| Intangible Assets under Development | 4(e) | 74.43 | 36.60 |
| Financial assets | | | |
| (i) Investments | 5(a) | 10,991.34 | 12,212.23 |
| (ii) Other financial assets | 5(b) | 1,229.04 | 266.08 |
| Non-Current tax assets (net) | 6 | 47.30 | - |
| Other non-current assets | 7 | 2,395.40 | 3,612.59 |
| Total non-current assets | | 1,34,683.55 | 1,17,152.81 |
| Current assets | | | |
| Inventories | 8 | 30,766.36 | 15,438.74 |
| Financial assets | | | |
| (i) Investments | 9(a) | 299.70 | 2,026.85 |
| (ii) Trade receivables | 9(b) | 13,184.38 | 4,076.89 |
| (iii) Cash and cash equivalents | 9(c) | 2,254.55 | 763.94 |
| (iv) Bank balances other than (iii) above | 9(d) | 270.65 | 2,521.23 |
| (v) Loans | 9(e) | 5,094.35 | 445.78 |
| (vi) Other financial assets | 9(f) | 373.47 | 823.78 |
| Current tax assets (net) | 10 | 1,086.06 | 1,121.40 |
| Other current assets | 11 | 13,787.56 | 2,616.14 |
| Total current assets | | 67,117.08 | 29,834.75 |
| Total assets | | 2,01,800.63 | 1,46,987.56 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 12 | 1,094.33 | 1,094.33 |
| Other equity | 13 | 1,07,249.53 | 1,09,921.73 |
| Total equity | | 1,08,343.86 | 1,11,016.06 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 14(a) | 34,923.33 | 11,893.22 |
| (ii) Lease Liabilities | 14(b) | 1,073.80 | 881.39 |
| (iii) Other Financial Liabilities | 14(c) | - | 173.88 |
| Provisions | 15 | 773.71 | 689.86 |
| Deferred tax liabilities (net) | 16 | 6,344.48 | 7,401.00 |
| Other non-current liabilities | 17 | 6,884.55 | 273.56 |
| Total non-current liabilities | | 49,999.87 | 21,312.91 |
| Current liabilities | | | |
| Financial liabilities | | | |
| (i) Borrowings | 18(a) | 21,822.85 | 6,465.02 |
| (ii) Lease Liabilities | 18(b) | 126.70 | 115.08 |
| (iii) Trade payables | 18(c) | | |
| a) Total outstanding dues of Micro and Small Enterprises | | 918.73 | 29.12 |
| b) Total outstanding dues of creditors other than Micro and Small Enterprises | | 7,045.64 | 1,682.35 |
| (iv) Other financial liabilities | 18(d) | 3,591.62 | 3,439.72 |
| Provisions | 19 | 493.80 | 430.73 |
| Current tax liabilities (net) | 20 | 615.21 | 687.99 |
| Other current liabilities | 21 | 8,842.35 | 1,808.58 |
| Total current liabilities | | 43,456.90 | 14,658.59 |
| Total liabilities | | 93,456.77 | 35,971.50 |
| Total equity and liabilities | | 2,01,800.63 | 1,46,987.56 |

Corporate Information

Material Accounting Policies

The accompanying notes are an integral part of these Consolidated Financial Statements.

This is the Consolidated Balance Sheet referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration No. 304026E/E-300009

1
2

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive ChairmanPrabir Ray (DIN: 00698779)
DirectorIshani Ray (DIN: 08800793)
DirectorRohit Bihani (DIN: 00179927)
DirectorYogendra Singh (DIN: 10229584)
DirectorS. N. Bhattacharya (DIN: 06758088)
DirectorPravin Rajani
Partner
Membership No. 127460Ajay Kumar Agarwal
Chief Financial OfficerAyan Datta
Company SecretaryPlace : Kolkata
Dated: 29th May, 2025
178 | Gloster Limited

Consolidated Statement of Profit and Loss as at 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Notes | 31 March 2025 | 31 March 2024 |
|--|-------|-------------------|------------------|
| INCOME | | | |
| Revenue from operations | 22 | 73,478.46 | 64,640.15 |
| Other Income | 23 | 2,614.09 | 1,380.13 |
| Total Income (A) | | 76,092.55 | 66,020.28 |
| EXPENSES | | | |
| Cost of materials consumed | 24 | 40,876.40 | 32,382.69 |
| Purchase of Stock in Trade | 25 | 3,944.23 | - |
| Changes in inventories of finished goods, semi-finished goods and work-in-progress | 26 | (5,333.54) | 297.71 |
| Employee benefits expense | 27 | 12,945.47 | 12,033.80 |
| Finance costs | 28 | 2,410.53 | 253.49 |
| Depreciation and amortization expense | 29 | 4,975.42 | 3,834.76 |
| Other expenses | 30 | 16,395.32 | 13,436.41 |
| Total Expenses (B) | | 76,213.83 | 62,238.86 |
| Profit / (Loss) before tax (A-B) | | (121.28) | 3,781.42 |
| Tax expense | 31 | | |
| Current tax | | 2,049.51 | 2,142.24 |
| Current tax relating to earlier years | | (168.62) | 0.09 |
| Deferred tax | | (667.47) | (796.08) |
| Total Tax expense | | 1,213.42 | 1,346.25 |
| Profit / (Loss) for the year (C) | | (1,334.70) | 2,435.17 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| (a) Remeasurement gains/(losses) on post employment defined benefit plans | | 439.23 | 929.07 |
| (b) Changes in the fair value of equity instruments at FVOCI | | 274.09 | 2,435.03 |
| (c) Income tax relating to above items | | 137.81 | (490.96) |
| Other comprehensive income for the year, net of tax (D) | | 851.13 | 2,873.14 |
| Total comprehensive income for the year (C+D) | | (483.57) | 5,308.31 |
| Earnings per equity share | | | |
| [Nominal Value per Share ₹10] (Previous Year - ₹10) | | | |
| Basic and Diluted | 36 | (12.20) | 22.25 |
| Corporate Information | 1 | | |
| Material Accounting Policies | 2 | | |

The accompanying notes are an integral part of these Consolidated Financial Statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

Rohit Bihani (DIN: 00179927)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Consolidated Statement of Changes in Equity for the year ended 31 March 2025

A. Equity Share capital

(All amounts in ₹ Lakhs, unless otherwise stated)

| Description | Notes | Amount |
|---------------------------------|-------|----------|
| As at 31 March 2023 | 12 | 1,094.33 |
| Changes in equity share capital | 12 | - |
| As at 31 March 2024 | 12 | 1,094.33 |
| Changes in equity share capital | 12 | - |
| As at 31 March 2025 | 12 | 1,094.33 |

B. Other equity

| Description | Notes | Reserve and Surplus | | | Equity instruments through OCI | Total other equity |
|--|-------|---------------------|--------------------|-------------------|--------------------------------|--------------------|
| | | General reserve | Securities Premium | Retained earnings | | |
| Balance as at 01 April 2024 | 13 | 14,903.78 | 78,146.39 | 11,264.26 | 5,607.30 | 1,09,921.73 |
| Profit for the year | 13 | - | - | (1,334.70) | - | (1,334.70) |
| Other Comprehensive income for the year | 13 | - | - | 327.11 | 524.02 | 851.13 |
| Total comprehensive income for the year | | - | - | (1,007.59) | 524.02 | (483.57) |
| Transfer to general reserve | 13 | 2,080.51 | - | (2,080.51) | - | - |
| Transfer of gain on FVOCI equity investments, net of tax | 13 | - | - | 1,415.00 | (1,415.00) | - |
| Dividends paid | 13 | - | - | (2,188.65) | - | (2,188.65) |
| Balance as at 31 March 2025 | | 16,984.29 | 78,146.39 | 7,402.53 | 4,716.32 | 1,07,249.53 |

| Description | Notes | Reserve and Surplus | | | Equity instruments through OCI | Total other equity |
|--|-------|---------------------|--------------------|-------------------|--------------------------------|--------------------|
| | | General reserve | Securities Premium | Retained earnings | | |
| Balance as at 01 April 2023 | 13 | 12,816.90 | 78,146.39 | 11,517.44 | 4,321.35 | 1,06,802.07 |
| Profit for the year | 13 | - | - | 2,435.17 | - | 2,435.17 |
| Other Comprehensive income for the year | 13 | - | - | 695.22 | 2,177.92 | 2,873.14 |
| Total comprehensive income for the year | | - | - | 3,130.39 | 2,177.92 | 5,308.31 |
| Transfer to general reserve | 13 | 2,086.88 | - | (2,086.88) | - | - |
| Transfer of gain on FVOCI equity investments, net of tax | 13 | - | - | 891.97 | (891.97) | - |
| Dividends paid | 13 | - | - | (2,188.65) | - | (2,188.65) |
| Balance as at 31 March 2024 | | 14,903.78 | 78,146.39 | 11,264.26 | 5,607.30 | 1,09,921.73 |

The accompanying notes are an integral part of these Consolidated Financial Statements.

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

Rohit Bihani (DIN: 00179927)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Consolidated Statement of Cash Flows for the year ended 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| (A) Cash flows from operating activities: | | |
| Profit/(loss) before tax | (121.28) | 3,781.42 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 4,975.42 | 3,834.76 |
| Finance costs | 2,410.53 | 253.49 |
| Net gain on disposal of property, plant and equipment | (6.19) | (15.48) |
| Net loss/(gain) on fair value changes on investments classified at FVTPL | 41.51 | (36.75) |
| Net loss on sale of investments | 12.71 | 4.43 |
| Recovery of Interest Written off earlier | - | (204.20) |
| Fair value adjustment to derivatives not designated as hedges | (22.76) | 62.00 |
| Liabilities/ Provision no longer required written back | (47.29) | (267.27) |
| Interest income | (403.15) | (383.19) |
| Dividend income | (11.04) | (17.06) |
| Foreign Exchange (gain)/loss (net) | (1.76) | (12.93) |
| Operating profit before changes in operating assets and liabilities | 6,826.70 | 6,999.22 |
| Adjustments for: | | |
| (Increase) / decrease in Non-Current/Current financial and Non-Financial assets | (19,867.85) | (1,891.39) |
| (Increase) / decrease in Inventories | (15,327.62) | (660.52) |
| Increase / (decrease) in Non-Current/ Current financial and Non-Financial liabilities/provisions | 20,607.89 | 1,417.22 |
| Cash generated/(used) from operations | (7,760.88) | 5,864.53 |
| Income taxes paid (net) | (2,142.98) | (2,064.03) |
| Net cash inflow/(outflow) from operating activities | (9,903.86) | 3,800.50 |
| (B) Cash flows from investing activities: | | |
| Proceeds from disposal of property, plant and equipment | 67.04 | 75.17 |
| Payments for acquisition of property, plant and equipment/ other intangible assets | (22,905.22) | (14,453.91) |
| Fixed Deposit (made)/matured (net) | 1,280.75 | (649.49) |
| Inter corporate Deposit given | (4,700.00) | - |
| Inter corporate Deposit refunded | 50.00 | - |
| Purchase of non current/current investments (gross) | (572.83) | (973.65) |
| Proceeds from sale of non-current/current investments (gross) | 3,740.74 | 2,845.16 |
| Recovery of Interest written off earlier | - | 204.20 |
| Interest received | 337.14 | 366.23 |
| Dividend received | 11.04 | 17.06 |
| Net cash outflow from investing activities | (22,691.34) | (12,569.23) |

Consolidated Statement of Cash Flows for the year ended 31 March 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| (C) Cash flows from financing activities: | | |
| Repayment of long-term borrowings | (540.09) | - |
| Proceeds from long-term borrowings | 24,536.33 | 7,253.27 |
| Proceeds/(Repayment) of short-term borrowings (net) | 14,391.70 | 3,783.10 |
| Interest paid | (1,901.60) | (196.76) |
| Other borrowing costs paid | (104.78) | (14.94) |
| Dividend paid | (2,183.48) | (2,183.18) |
| Payment for Security Deposit for lease transaction transferred to ROU | (23.83) | (12.10) |
| Principal portion of Lease Liability Payment | (62.19) | (49.02) |
| Interest portion of Lease Liability Payment | (26.25) | (30.78) |
| Net cash inflow from financing activities | 34,085.81 | 8,549.59 |
| Net increase in cash and cash equivalents (A+B+C) | 1,490.61 | (219.14) |
| Cash and cash equivalents- Opening Balance | 763.94 | 983.08 |
| Cash and cash equivalents - Closing Balance | 2,254.55 | 763.94 |

Cash & cash equivalents as per above comprise of the following

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| Cash on hand | 2.73 | 9.15 |
| Balances with banks : | | |
| In current accounts | 224.60 | 434.40 |
| In fixed deposit account (Maturity of less than 3 months) | 1,840.83 | 320.39 |
| Margin money deposits | 186.39 | - |
| Balances as per statement of cash flows | 2,254.55 | 763.94 |

Notes:

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'. Refer note 40 for Net Debt Reconciliation.

The accompanying notes are an integral part of these Consolidated Financial Statements.

This is the Consolidated Statement of Cash Flow referred to in our report of even date.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

Rohit Bihani (DIN: 00179927)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Notes to the Consolidated Financial Statements

Note: 1 Corporate Information

Gloster Limited (the "Parent Company") is a public company within the meaning of Companies Act, 2013. The Parent Company is a leading manufacturer & exporter of all types of Jute & Jute allied products, Woven & Non-Woven Jute Geo-textiles, Treated Fabric-Rot Proof, Fire Retardant, Jute Products for Interior Decoration & Packaging of Industrial & Agricultural Produce. The Parent Company also produces Jute & Cotton Shopping Bags & Made Ups. Gloster exports Jute goods to various countries spread over the World.

The registered office of the Parent Company is situated at 21, Strand Road, Kolkata – 700 001 and the manufacturing facilities are located at Bauria on the banks of Holy Ganges in West Bengal. The equity shares of the Parent Company are listed on The BSE Ltd and National Stock Exchange of India Limited. The financial statements for the year ended 31 March 2025 were approved and authorised for issue with the resolution of the Board of Directors on May 29, 2025.

The Subsidiary Companies considered in the preparation of consolidated financial statements are:

| Name of the company | Country of Incorporation | % of Holding as at 31st March, 2024 |
|---------------------------------|--------------------------|-------------------------------------|
| Gloster Lifestyle Limited | India | 100% |
| Gloster Specialities Limited | India | 100% |
| Network Industries Limited | India | 100% |
| Gloster Nuvo Limited | India | 100% |
| Fort Gloster Industries Limited | India | 100% |

The consolidated financial statement comprises of financial statements of Gloster Limited (the "Parent Company") and its subsidiary companies (hereinafter referred to as the "Group") as described in above.

Note: 2 Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation

(i) Compliance with Ind AS

These Consolidated Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] read with National Company Law Tribunal (NCLT), Kolkata order dated 19th January 2018 as stated in Note 2.5 below and other relevant provisions of the Act.

(ii) Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Ind AS 1 – "Presentation of Financial Statements" and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

(iii) Historical cost convention

These Consolidated Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- certain financial assets and liabilities (including derivative instruments) those are measured at fair value;
- defined benefit plans - plan assets measured at fair value.

2.2 Basis of Consolidation

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

2.3 Use of estimates

The preparation of Consolidated Financial Statements in conformity with the Ind AS specified under Section 133 of

Notes to the Consolidated Financial Statements

the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

2.4 Property, Plant and Equipment and Depreciation

- a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- b) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.
- c) On transition to Ind AS, the Group has elected to continue with the carrying value of its property, plant and equipment measured at the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.
- d) Depreciation is provided on straight line method to allocate the cost of assets, net of their residual values, over the estimated useful lives of the assets. Pursuant to Notification of Schedule II of the Companies Act, 2013 becoming effective, the Group has adopted the useful lives as per the lives specified for the respective Property, Plant & Equipment in the Schedule II of the Companies Act, 2013. No depreciation is provided on freehold land. For certain assets, the useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.
- e) Gains and losses on disposal of Property, Plant and Equipment is recognized in the statement of profit and loss.
- f) An impairment loss is recognized where applicable when the carrying amount of Property, Plant and Equipment exceeds its recoverable amount.

2.5 Goodwill, Other Intangible assets and amortization

- a) Intangible assets are stated at cost of acquisition including duties, taxes and expenses incidental to acquisition and installation, net of accumulated depreciation. Recognition of costs as an asset is ceased when the asset is complete and available for its intended use.

- b) On transition to Ind AS, the Group has elected to continue with the carrying value of its intangible assets measured at the previous GAAP and use that carrying value as the deemed cost of intangible assets.
- c) Intangible assets comprising of Trademarks and Computer Software are amortized on straight line method over a period of ranges from twenty years to twenty three years and five years respectively.
- d) Goodwill acquired on account of amalgamation is being amortized in the statement of profit and loss in line with National Company Law Tribunal, Kolkata ("NCLT") order dated 19 January 2018 on the basis of management's estimated useful life of 20 years.
- e) Gains and Losses on disposal of Intangible assets is recognized in the statement of profit and loss.

2.6 Impairment of assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (Property, Plant and Equipment and other assets) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased /increased. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount. Where an impairment loss subsequently reverses, the carrying value of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

During the year ended March 31, 2025, the Group considered indicators of impairment such as outlook of future profitability and other potential indicators for assets held by the Group. The Group has carried out impairment assessment of assets as at March 31, 2025. The outcome of the assessment as on March 31, 2025, did not result in recognition of any impairment.

2.7 Financial assets

The financial assets are classified in the following categories:

- a) financial assets measured at amortised cost,
- b) financial assets measured at fair value through profit and loss (FVTPL), and

Notes to the Consolidated Financial Statements

- c) financial assets measured at fair value through other comprehensive income (FVOCI).

The classification of financial assets depends on the Group's business model for managing financial assets and the contractual terms of the cash flow. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Regular purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sale the financial asset.

At initial recognition, the financial assets (excluding trade receivables which do not contain a significant financing component) are measured at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the Profit or Loss. Financial assets are not reclassified subsequent to their recognition except if and in the period the Group changes its business model for arranging financial assets.

Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). The losses arising from impairment are recognised in the statement of profit and loss.

Financial instruments measured at FVTPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss. Financial instruments included within FVTPL category are measured initially as well as at each reporting period at fair value plus transaction costs as applicable. Fair value movements are recorded in statement of profit and loss. Investments in units of mutual funds, alternate investment funds (AIF's) other than equity (not held for trading) and debentures are accounted for at fair value and the changes in fair value are recognised in the statement of profit and loss.

Financial assets at FVOCI

Financial assets are measured at FVOCI if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to retained earnings. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss.

Equity instruments

The Group measures all equity investments at fair value. The management has elected to present fair value gains and losses on equity investments in other comprehensive income, and accordingly there is no subsequent reclassification of fair value gains and losses to profit or loss on de-recognition. Dividends from such investments are recognised in profit or loss as other income when the right to receive payments is established.

Changes in the fair value of financial assets at fair value through OCI are recognised in changes in fair value of FVOCI equity instruments. [Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value].

De-recognition of financial asset

The Group de-recognises a financial asset when the contractual rights to the cash flows from the financial assets expires or it transfers the financial assets and such transfer qualifies for derecognition under Ind AS 109: "Financial Instruments".

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Notes to the Consolidated Financial Statements

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Except for Trade Receivables, where in the simplified approach of lifetime expected credit losses is recognised from initial recognition of the receivables as required by Ind AS 109: "Financial Instruments". Impairment loss allowance recognised /reversed during the year is charged/written back to statement of profit and loss.

2.8 Financial Liabilities

Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the Consolidated Financial Statements for issue, not to demand payment as a consequence of the breach. A financial liability (or a part of financial liability) is de-recognised from Group's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

2.9 Inventories

Raw materials, Stock-in-trade, Stores and Spares parts and components are valued at cost (cost being determined on weighted average basis) or at net realizable value, whichever is

lower. Semi-finished goods and work-in-process are valued at raw materials cost-plus labour and overheads apportioned on an estimated basis depending upon the stages of completion or at net realizable value, whichever is lower. Finished goods are valued at cost or at net realizable value, whichever is lower. Cost includes all direct cost and applicable manufacturing and administrative overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

2.10 Employee Benefit

a) Defined Contribution Plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution benefit scheme.

b) Defined Benefits Plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value plan assets.

c) Compensated Absences

Accrued liability in respect of leave encashment benefit on retirement is accounted for on the basis of actuarial valuation as at the year end and charged in the statement of profit and loss every year. Compensated absences benefits comprising of entitlement to accumulation of Sick Leave is provided for based on actuarial valuation at the end of the year. Actuarial gains and losses are recognized immediately in the statement of profit and loss. Accumulated Compensated Absences, which are expected to be availed or encashed or contributed within the 12 months from the end of the year are treated as short term employee benefits and the balance expected to availed or encashed or contributed beyond 12 months from the year end are treated as long term liability.

d) Other Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense as per the schemes based on expected obligation on an undiscounted basis.

Notes to the Consolidated Financial Statements

2.11 Revenue Recognition

Revenue from contracts with customers are recognised when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Group is entitled to in exchange for the goods and services. Revenue from sale of products is recognised when the control over such goods have been transferred, being when the goods are delivered to the customers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract, which is fixed. No element of significant financing is deemed present as the sales are made against the receipt of advance or with an agreed credit period (in a very few cases) of upto 90 days, which is consistent with the market practices. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only passage of time is required before payment is done.

2.12 Other Income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method and is recognised in the statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance). Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividend income is recognized when the right to receive dividend is established. Export incentive are accounted as income in the statement of profit and loss when no significant uncertainty exists regarding the collectability.

2.13 Derivative Instruments

The Group uses derivative financial instruments such as foreign exchange contracts to hedge its exposure to movements in foreign exchange rates relating to the underlying transactions. Derivatives are initially recognised at fair value on the date a derivative contract is entered into

and are subsequently remeasured to their fair value and resulting gain or loss is recognized in the statement of profit and loss at the end of each reporting period. Any profit or loss arising on cancellation of derivative instruments is recognized as income or expense for the period.

2.14 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current tax is determined as the amount of tax payable in respect of taxable income for the year based on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty. Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

2.15 Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for

Notes to the Consolidated Financial Statements

its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

2.16 Provisions

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value, except where the effect of the time value of money is material.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.17 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in event of default, insolvency or bankruptcy of the Group or the Counter party.

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Parent Company has been identified as being the chief operating decision maker. Refer note 35 for segment information presented.

2.19 Leases

As a lessee

Leases are recognised as right of use assets and a correspondence liability at the date at which the leased asset is available for use by the Group. Contract may contain both lease and non lease components. The Group allocates

the consideration in the contract to the lease and non lease components based on their relative standalone prices. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payment:-

- Fixed payments (including in substance fixed payments) less any lease incentive receivable.
- Variable lease payment that are based on an index or a rate, initially measured using the index or a rate at the commencement date.
- Amount expected to be paid by the Group as under residual value guarantees.
- Exercise price of a purchase option if the Group is reasonably certain to exercise that option.
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- Where possible, use recent third party financing received by the individual lessee as a starting point, adjusted to reflect changes in the financing conditions since third party financing was received.
- Use a built up approach that starts with risk free interest rate adjusted for credit risk of leases held by the Group, which does not have recent third party financing. If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group uses that rate as a starting point to determine the incremental borrowing rate. Lease payments are allocated between principal and finance cost. The finance cost is charged to statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:-

- the amount of the initial measurement of lease liability
- any lease payment made at or before the commencement date less any lease incentive received

Notes to the Consolidated Financial Statements

- iii) any initial direct cost and
- iv) restoration costs.

Right of use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight line basis. Payment associated with short-term leases of equipment and all the leases of low value assets are recognised on a straight line basis as an expenses in the statement of profit and loss. Short term leases are leases with a lease term of 12 months or less.

As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

2.20 Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

2.21 Rounding of Amounts

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs (with two place of decimal) as per the requirement of schedule III, unless otherwise stated.

2A Critical estimates and judgements

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

- (i) Estimation of defined benefit obligation- Refer note 27 of the consolidated financial statements
- (ii) Estimated fair value of unlisted securities – Refer note 5(a), 9(a) and 32 of the consolidated financial statements
- (iii) Useful life of Property, plant and equipment, Goodwill and Other Intangible assets– Refer note 2.4 & 2.5 above and notes 3, 4(c) & 4(d) of the consolidated financial statements.
- (iv) Net realizable value of inventory.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Notes to the Consolidated Financial Statements

Note: 3 Property, plant and equipment (All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | | | Accumulated depreciation | | | | Impairment | | | | Net carrying amount | |
|-----------------------|-----------------------|-----------------|--------------------|-----------------------|--------------------------|-----------------|-----------------|-----------------------|------------------|---------------|--------------|-----------|---------------------|------------------|
| | 01 April 2024 | Additions | Transfer from CWIP | Disposals/adjustments | 31 March 2025 | 01 April 2024 | For the year | Disposals/adjustments | 31 March 2025 | 01 April 2024 | For the year | Reversals | 31 March 2025 | 31 March 2024 |
| Freehold land | 27,802.76 | 23.00 | - | - | 27,825.76 | - | - | - | - | - | - | - | 27,825.76 | 27,802.76 |
| Buildings | 29,549.51 | 187.98 | 5,813.48 | 23.00 | 35,527.97 | 2,294.48 | 950.75 | - | 3,245.23 | - | - | - | 32,282.74 | 27,255.03 |
| Roads | 334.38 | 48.03 | 731.18 | - | 1,113.59 | 70.00 | 57.31 | - | 127.31 | - | - | - | 986.28 | 264.38 |
| Plant and equipment | 12,112.90 | 750.14 | 17,227.49 | 0.23 | 30,090.30 | 5,516.98 | 1,330.87 | - | 6,847.85 | 110.27 | - | 110.27 | 23,132.18 | 6,485.65 |
| Electric installation | 1,506.15 | 36.06 | 1,857.25 | - | 3,399.46 | 316.95 | 166.32 | - | 483.27 | - | - | - | 2,916.19 | 1,189.20 |
| Furniture & fixtures | 893.41 | 124.71 | 90.76 | - | 1,108.88 | 339.34 | 73.53 | - | 412.87 | - | - | - | 696.01 | 554.07 |
| Office equipment | 82.39 | 25.87 | - | 4.66 | 103.60 | 56.71 | 9.17 | 4.40 | 61.48 | - | - | - | 42.12 | 25.68 |
| Launches | 0.01 | - | - | - | 0.01 | - | - | - | - | - | - | - | 0.01 | 0.01 |
| Vehicles | 607.46 | 138.31 | 8.60 | 52.66 | 701.71 | 351.80 | 58.57 | 15.27 | 395.10 | - | - | - | 306.61 | 255.66 |
| | 72,888.97 | 1,334.10 | 25,728.76 | 80.55 | 99,871.28 | 8,946.26 | 2,646.52 | 19.67 | 11,573.11 | 110.27 | - | - | 88,187.90 | 63,832.44 |

| Particulars | Gross carrying amount | | | | Accumulated depreciation | | | | Impairment | | | | Net carrying amount | |
|-----------------------|-----------------------|-----------------|--------------------|-----------------------|--------------------------|-----------------|-----------------|-----------------------|-----------------|---------------|--------------|-----------|---------------------|------------------|
| | 01 April 2023 | Additions | Transfer from CWIP | Disposals/adjustments | 31 March 2024 | 01 April 2023 | For the year | Disposals/adjustments | 31 March 2024 | 01 April 2023 | For the year | Reversals | 31 March 2024 | 31 March 2023 |
| Freehold land | 27,802.76 | - | - | - | 27,802.76 | - | - | - | - | - | - | - | 27,802.76 | 27,802.76 |
| Buildings | 10,528.34 | 196.55 | 18,890.17 | 65.55 | 29,549.51 | 1,889.03 | 421.62 | 16.17 | 2,294.48 | - | - | - | 27,255.03 | 8,639.31 |
| Roads | 170.32 | 0.02 | 164.04 | - | 334.38 | 46.48 | 23.52 | - | 70.00 | - | - | - | 264.38 | 123.84 |
| Plant and equipment | 9,782.93 | 1,002.99 | 1,347.57 | 20.59 | 12,112.90 | 4,608.31 | 918.97 | 10.30 | 5,516.98 | 110.27 | - | 110.27 | 6,485.65 | 5,064.35 |
| Electric installation | 507.96 | 8.89 | 989.30 | - | 1,506.15 | 244.69 | 72.26 | - | 316.95 | - | - | - | 1,189.20 | 263.27 |
| Furniture & fixtures | 689.41 | 11.62 | 192.38 | - | 893.41 | 295.51 | 43.83 | - | 339.34 | - | - | - | 554.07 | 393.90 |
| Office equipment | 78.91 | 3.28 | 0.20 | - | 82.39 | 52.98 | 3.73 | - | 56.71 | - | - | - | 25.68 | 25.93 |
| Launches | 0.01 | - | - | - | 0.01 | - | - | - | - | - | - | - | 0.01 | 0.01 |
| Vehicles | 596.62 | 11.22 | - | 0.38 | 607.46 | 289.35 | 62.81 | 0.36 | 351.80 | - | - | - | 255.66 | 307.27 |
| | 50,157.26 | 1,234.57 | 21,583.66 | 86.52 | 72,888.97 | 7,426.35 | 1,546.74 | 26.83 | 8,946.26 | 110.27 | - | - | 63,832.44 | 42,620.64 |

Notes:

- Parent Company - Immovable properties being Freehold Land was purchased in the 19th Century in the name of Fort Gloster Jute Manufacturing Company Limited and the same stood transferred to and vested in the Company by virtue of Schemes of Arrangement including the Scheme of Amalgamation sanctioned by the Hon'ble NCLT Kolkata Bench vide Order dated 19.01.2018 passed under Sections 230 and 232 of the Companies Act, 2013. The Company has the ownership and title of the immovable properties including freehold land purchased in the 19th Century. The land is recorded with the Uluberia Municipality in the name of the Parent Company.
- Subsidiary Companies - The title deed of immovable properties as set out in the above table are held in the name of the respective Companies. However in case of one subsidiary, title deeds of one office each in Ahmedabad, Hyderabad and Chennai respectively included under the head Buildings (Gross carrying amount & net carrying amount aggregating to ₹ 108.50 lakhs & ₹ 100.50 Lakhs respectively ; (31 March 2024 - ₹ 108.50 lakhs & ₹ 102.22 Lakhs)] have not been handed over by the Resolution Professional.
- Refer Note 14(a) & 18(a) for information on property, plant and equipment hypothecated/mortgaged as security by the Parent Company and two of its subsidiary company against borrowing.
- Electrical installation of one of the subsidiary includes contribution for asset not owned by the group, gross carrying amount and net carrying amount of ₹ 340 Lakhs & ₹ 315.55 Lakhs respectively (31 March 2024 - ₹ 340 Lakhs & ₹ 329.69 Lakhs).

Notes to the Consolidated Financial Statements

Note: 4(a) Right of Use Asset

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | | Accumulated depreciation | | | Net carrying amount | |
|--------------------------|-----------------------|-----------|---------------------------|--------------------------|--------------|--------------|---------------------|---------------|
| | 1 April 2024 | Additions | Disposals/ adjustments | 31 March 2025 | 1 April 2024 | For the year | 31 March 2025 | 31 March 2024 |
| Land (refer note 44) | 898.10 | 232.50 | - | 1,130.60 | 7.01 | 38.67 | 45.68 | 891.09 |
| Building (refer note 44) | 410.05 | - | - | 410.05 | 74.25 | 79.25 | 153.50 | 335.80 |
| | 1,308.15 | 232.50 | - | 1,540.65 | 81.26 | 117.92 | 199.18 | 1,226.89 |

| Particulars | Gross carrying amount | | | Accumulated depreciation | | | Net carrying amount | |
|--------------------------|-----------------------|-----------|---------------------------|--------------------------|--------------|--------------|---------------------|---------------|
| | 1 April 2023 | Additions | Disposals/ adjustments | 31 March 2024 | 1 April 2023 | For the year | 31 March 2024 | 31 March 2023 |
| Land (refer note 44) | 42.67 | 855.43 | - | 898.10 | 3.13 | 3.88 | 7.01 | 39.54 |
| Building (refer note 44) | - | 410.05 | - | 410.05 | - | 74.25 | 74.25 | - |
| | 42.67 | 1,265.48 | - | 1,308.15 | 3.13 | 78.13 | 81.26 | 39.54 |

Note: 4(b) Capital work in progress (CWIP)

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|--------------------------------|----------------------------------|----------------------------------|
| Opening Balance | 11,747.27 | 20,145.03 |
| Add: Addition during the year | 25,021.30 | 13,185.90 |
| Less: Transfer during the year | (28,370.33) | (21,583.66) |
| | 8,398.24 | 11,747.27 |

Notes:

- (a) Capital work-in-progress mainly comprises of construction of building at factory, plant & machinery and project expenses.
 (b) In case of two subsidiaries namely "Fort Gloster Industries Limited" and "Gloster Nuvo Limited", certain items of other income, employee benefits expense, finance costs, depreciation and amortisation expense and other expenses have been transferred to capital work-in-progress.

CWIP Aging Schedule as at 31 March, 2025

| Particulars | Amount in Capital Work In Progress for | | | | Total |
|--------------------------------|--|-------------|-------------|-------------------|----------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 8,008.70 | 305.72 | 83.82 | - | 8,398.24 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 8,008.70 | 305.72 | 83.82 | - | 8,398.24 |

Notes to the Consolidated Financial Statements

CWIP Aging Schedule as at 31 March, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Amount in Capital Work In Progress for | | | | Total |
|--------------------------------|--|-------------|-------------|-------------------|-----------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 9,823.80 | 1,576.38 | 314.71 | 32.38 | 11,747.27 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 9,823.80 | 1,576.38 | 314.71 | 32.38 | 11,747.27 |

c) On the current reporting period, there are no projects where activity has been suspended. Also as reported during previous financial year, the estimated project cost of one of the subsidiary company (as per management's best estimates) has exceeded its budget by approximately 10% as compared to its original plan and the project was commissioned around 24 months overdue. One of the subsidiary namely "Fort Gloster Industries Limited" have started commercial production in a phased manner during the year.

Note: 4(c) Goodwill

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | | Net carrying amount | |
|---------------------------|-----------------------|-----------|--------------------|------------------------|--------------------------|---------------|--------------|------------------------|---------------|
| | 01 April 2024 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2025 | 01 April 2024 | For the year | Disposals/ adjustments | 31 March 2025 |
| Goodwill (refer note 2.5) | 31,247.66 | - | - | - | 31,247.66 | 13,332.33 | 1,666.55 | - | 14,998.88 |
| | 31,247.66 | - | - | - | 31,247.66 | 13,332.33 | 1,666.55 | - | 16,248.78 |
| | | | | | | | | | 17,915.33 |
| | | | | | | | | | 17,915.33 |

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | | Net carrying amount | |
|---------------------------|-----------------------|-----------|--------------------|------------------------|--------------------------|---------------|--------------|------------------------|---------------|
| | 01 April 2023 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2024 | 01 April 2023 | For the year | Disposals/ adjustments | 31 March 2024 |
| Goodwill (refer note 2.5) | 31,247.66 | - | - | - | 31,247.66 | 11,665.79 | 1,666.54 | - | 13,332.33 |
| | 31,247.66 | - | - | - | 31,247.66 | 11,665.79 | 1,666.54 | - | 17,915.33 |
| | | | | | | | | | 19,581.87 |
| | | | | | | | | | 19,581.87 |

Notes to the Consolidated Financial Statements

Note: 4(d) Other intangible assets

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | | Net carrying amount | |
|-------------------|-----------------------|-------------|--------------------|------------------------|--------------------------|---------------|------------------------|---------------------|-----------------|
| | 1 April 2024 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2025 | For the year | Disposals/ adjustments | 31 March 2025 | 31 March 2024 |
| Trade-marks* | 10,226.31 | - | - | - | 10,226.31 | 534.63 | - | 4,480.59 | 6,280.35 |
| Computer Software | 112.20 | 6.70 | 4.00 | - | 122.90 | 9.80 | - | 98.97 | 23.03 |
| | 10,338.51 | 6.70 | 4.00 | - | 10,349.21 | 544.43 | - | 4,579.56 | 6,303.38 |

| Particulars | Gross carrying amount | | | | Accumulated amortisation | | | Net carrying amount | |
|-------------------|-----------------------|--------------|--------------------|------------------------|--------------------------|---------------|------------------------|---------------------|-----------------|
| | 1 April 2023 | Additions | Transfer from CWIP | Disposals/ adjustments | 31 March 2024 | For the year | Disposals/ adjustments | 31 March 2024 | 31 March 2023 |
| Trade-marks* | 10,226.31 | - | - | - | 10,226.31 | 534.62 | - | 3,945.96 | 6,814.97 |
| Computer Software | 98.48 | 13.72 | - | - | 112.20 | 8.73 | - | 89.17 | 18.04 |
| | 10,324.79 | 13.72 | - | - | 10,338.51 | 543.35 | - | 4,035.13 | 6,833.01 |

*This includes Trademark acquired by Fort Gloster Industries Limited ("a subsidiary") which has been held to be an asset of the subsidiary by Hon'ble NCLT vide its Order dated 27th September 2019. Refer note-38(iii).

Note: 4(e) Other Intangible assets under development

| Particulars | For the year ended 31 March 2025 | For the year ended 31 March 2024 |
|--------------------------------|----------------------------------|----------------------------------|
| Opening Balance | 36.60 | 5.52 |
| Add: Addition during the year | 41.83 | 31.08 |
| Less: Transfer during the year | (4.00) | - |
| | 74.43 | 36.60 |

Notes:

(a) There are no intangible assets under development as on 31 March 2025 and 31 March 2024 whose completion is overdue or has exceeded its cost compared to its original plan.

Intangible Asset under Development Aging Schedule as at 31 March, 2025

| Particulars | Amount in Capital Work In Progress for | | | | Total |
|--------------------------------|--|--------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 39.84 | 29.07 | 5.52 | - | 74.43 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 39.84 | 29.07 | 5.52 | - | 74.43 |

Intangible Asset under Development Aging Schedule as at 31 March, 2024

| Particulars | Amount in Capital Work In Progress for | | | | Total |
|--------------------------------|--|-------------|-------------|-------------------|--------------|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in Progress | 31.08 | 5.52 | - | - | 36.60 |
| Projects temporarily Suspended | - | - | - | - | - |
| | 31.08 | 5.52 | - | - | 36.60 |



GLOSTER LIMITED

Notes to the Consolidated Financial Statements

Note: 5(a) Investments (Non-current)

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Face value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|---|------------|--------------|---------------|--------------|---------------|
| I. Measured at FVTPL | | | | | |
| Investment in Alternative Investment Funds (Debt) | | | | | |
| Fully paid up - Unquoted | | | | | |
| 360 One Real Estate Fund (Domestic) - Series 4 | 9 | 19,93,859 | 92.10 | 19,93,859 | 108.29 |
| India Realty Excellence Fund IV | 100 | 2,80,500 | 318.37 | 4,27,000 | 448.78 |
| India Realty Excellence Fund VI - AIF | 10,000 | 2,350 | 233.96 | 500 | 50.00 |
| II. Measured at amortised cost | | | | | |
| Investment in Debentures - Fully Paid up - Quoted | | | | | |
| Shri Vasuprada Plantations Limited (Formerly Joonk-tollee Tea & Industries Limited) | 1,00,000 | 1,000 | 1,000.00 | 1,000 | 1,000.00 |
| III. Designated at FVOCI: | | | | | |
| Investment in Alternative Investment Funds (Equity) | | | | | |
| Fully paid up - Unquoted | | | | | |
| Ask India 2025 Equity Fund | 1,000 | - | - | 20,728 | 395.42 |
| India Business Excellence Fund III | 1,000 | 42,557 | 1,313.42 | 49,107 | 1,084.68 |
| Orios Venture Partners Fund | 100 | 8,594 | 200.82 | | |
| Baring Private Equity India | 1,00,000 | 67 | 261.88 | | |
| Unquoted Equity Instruments- | | | | | |
| Fully paid-up (Investment through PMS) | | | | | |
| Motilal Oswal Asset Management Co. Limited - Next Trillion Dollar | - | - | - | - | 257.54 |
| Ask Investment Managers Private Limited - IEP | - | - | - | - | 258.86 |
| Motilal Oswal Asset Management Co. Limited - NTD (Direct) | - | - | - | - | 366.61 |
| Ask Investment Managers Private Limited-BFSI | - | - | - | - | 340.13 |
| Investment in Equity Instruments - | | | | | |
| Fully paid up Unquoted (Direct Investments) | | | | | |
| Blackberry Properties Private Limited | 10 | 10,00,000 | 632.80 | 10,00,000 | 511.70 |
| Cambay Investment Corporation Limited | 10 | 38,000 | 1,629.19 | 38,000 | 1,849.02 |
| Credwyn Holdings India Private Limited | 100 | 30,000 | 1,250.63 | 30,000 | 1,648.50 |
| Laxmi Asbestos Products Limited | 100 | 5,000 | 5.00 | 5,000 | 5.00 |
| Sudipta Traders Private Limited | 10 | 3,08,000 | 1,204.90 | 3,08,000 | 1,017.54 |
| The Oriental Company Limited | 100 | 845 | 1,192.40 | 845 | 1,465.50 |
| Woodland Multispeciality Hospital Limited | 10 | 4,290 | 0.21 | 4,290 | 0.21 |
| Investment in Equity Instruments - | | | | | |
| Fully paid up Quoted (Direct investment) | | | | | |
| The Cochin Malabar Estates & Industries Limited | 10 | 98,939 | 153.55 | 98,939 | 102.15 |
| Shri Vasuprada Plantations Limited (Formerly Joonk-tollee Tea & Industries Limited) | 10 | 10,77,676 | 1,239.33 | 10,77,676 | 1,031.87 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Face value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|--|------------|--------------|------------------|--------------|------------------|
| Amar Remedies Limited | 10 | 200 | 0.02 | 200 | 0.02 |
| Penta Media Graphics Limited | 1 | 11,070 | 0.11 | 11,070 | 0.11 |
| The Phosphate Co. Limited | 10 | 1,70,000 | 262.65 | 1,70,000 | 270.30 |
| Total | | | 10,991.34 | | 12,212.23 |
| Aggregate amount of quoted investments and market value thereof | | | 2,655.66 | | 2,404.45 |
| Aggregate amount of unquoted investments and market value thereof | | | 8,335.68 | | 9,807.78 |

Note: 5(b) Other financial assets (Non-current)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Security Deposits | 115.21 | 127.25 |
| Deposits with Bank (refer note below) | 1,113.83 | 138.83 |
| Total | 1,229.04 | 266.08 |

Note:

- a) Fixed Deposit of ₹ Nil Lakhs (31 March 2024 - ₹ 105.83 Lakhs) marked as lien against Bank Guarantees.
b) Fixed Deposits of ₹ 1,113.83 Lakhs (FY 2023-24 - ₹ Nil) represents balance with Bank marked as lien against term loan.

Note: 6 Non-Current tax assets (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Advance for taxation (Net of provision ₹ Nil (31 March 2024 - ₹ Nil) | 47.30 | - |
| Total | 47.30 | - |

Note: 7 Other non-current assets

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Capital Advances | 1,873.52 | 3,114.33 |
| Deposits with Government Authorities | 51.43 | 51.43 |
| Prepaid Expense | 42.30 | 14.43 |
| Others (refer note below) | 428.15 | 432.40 |
| Total | 2,395.40 | 3,612.59 |

Note:

Others represent excess of plan asset over defined benefit obligation of Rs 428.15 Lakhs (31 March 2024 ₹ 432.40 Lakhs) with respect to gratuity of the parent company. As future economic benefits are available to the parent company in the form of reduction in future contribution to the plan. This is carried as an asset in accordance with para 65 of Ind AS 19 - Employee Benefits. Refer note no 27(A)(ii)(a).

Note: 8 Inventories

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| Raw materials | 16,344.76 | 6,655.37 |
| Work -in-progress | 2,297.76 | 1,450.27 |
| Stock -in-Trade | 729.95 | - |
| Semi Finished Goods | 1,899.64 | 921.14 |
| Finished Goods (includes goods in transit ₹ 1,480.78 Lakhs; 31 March 2024 - ₹ 1,460.25 Lakhs) | 7,576.71 | 4,799.10 |
| Stores and Spares [refer note (a) below] | 1,916.67 | 1,611.99 |
| Scrap stock [refer note (d) below] | 0.87 | 0.87 |
| Total | 30,766.36 | 15,438.74 |



GLOSTER LIMITED

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note:

- (a) The Parent Company has expensed inventory of ₹ 33.42 Lakhs (31 March 2024 - ₹ 30.95 Lakhs) for writing down the value of inventories towards slow moving, non-moving and obsolete inventory.
- (b) The mode of valuation of inventories has been stated in Note 2.9
- (c) The above Inventories have been pledged to secure borrowings of the company [refer note 18(a)].
- (d) Scrap stock have been valued at estimated realisable value.

Note: 9(a) Investments - Current

| Particulars | Face Value | No. of units | 31 March 2025 | No. of units | 31 March 2024 |
|--|------------|--------------|---------------|--------------|-----------------|
| I. Designated at FVOCI | | | | | |
| Investment in Equity Instrument - Fully paid-up - Quoted | | | | | |
| Infosys Limited | 5 | - | - | 14,800 | 221.82 |
| NBCC (India) Limited | 1 | - | - | 25,000 | 29.73 |
| HEG Limited | 10 | - | - | 1,000 | 18.44 |
| Bombay Dyeing & Manufacturing Company Limited | 2 | - | - | 25,000 | 39.56 |
| Bombay Burmah Trading Corpn. Limited | 2 | - | - | 3,000 | 47.03 |
| Investment in Alternative Investment Funds (Equity) - Fully paid up - Unquoted | | | | | |
| 360 One Special Opportunity Fund (Formerly IIFL Special Opportunities Fund) Class A1 | 10 | - | - | 18,60,518 | 29.44 |
| Malabar Value Fund | 100 | - | - | 11,092 | 34.56 |
| Orios Venture Partners Fund | 100 | - | - | 15,975 | 342.00 |
| Abakkus Growth Fund I Class B1 | 1,000 | - | - | 19,782 | 615 |
| Baring Private Equity India | 1,00,000 | - | - | 115 | 263 |
| II. Measured at FVTPL | | | | | |
| Investment in Alternative Investment Funds (Debt) - Fully paid up - Unquoted | | | | | |
| India Realty Excellence Fund III | 100 | 1,63,938 | 222.79 | 1,99,417 | 287 |
| 360 One Real Estate Fund (Domestic) [Formerly IIFL Real Estate Fund (Domestic)]- Series 3 | 10 | 20,00,000 | 76.91 | 20,00,000 | 99.16 |
| Total | | | 299.70 | | 2,026.85 |
| Aggregate amount of quoted investments and market value thereof | | | - | | 356.58 |
| Aggregate amount of unquoted investments and market value thereof | | | 299.70 | | 1,670.27 |

Note: 9(b) Trade receivables

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|-----------------|
| Trade Receivables - Considered good - Unsecured | 13,241.15 | 4,133.66 |
| Less: Allowance for credit losses | (56.77) | (56.77) |
| Total | 13,184.38 | 4,076.89 |

Notes to the Consolidated Financial Statements

Note:

(All amounts in ₹ Lakhs, unless otherwise stated)

(a) There is no outstanding receivables due from directors or other officers of the parent company and its subsidiaries.

(b) The above Trade Receivables are pledged to secure borrowings. [refer note 18(a)]

(c) Refer note 33A for credit risk.

Trade receivables ageing schedule as at March 31, 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|-------------------|--------------|-------------|-------------------|------------------|
| | Not Due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i)Undisputed trade receivables - considered good | 9,137.17 | 3,888.25 | 141.12 | 17.79 | 0.05 | - | 13,184.38 |
| (ii)Undisputed trade receivables - credit impaired | - | - | - | - | - | 56.77 | 56.77 |
| (iii)Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| (iv)Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 9,137.17 | 3,888.25 | 141.12 | 17.79 | 0.05 | 56.77 | 13,241.15 |
| Less: Allowance for credit losses | - | - | - | - | - | (56.77) | (56.77) |
| Total Trade Receivables | 9,137.17 | 3,888.25 | 141.12 | 17.79 | 0.05 | - | 13,184.38 |

Trade receivables ageing schedule as at March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|-------------------|-------------|-------------|-------------------|-----------------|
| | Not Due | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i)Undisputed trade receivables - considered good | 2,050.32 | 2,023.75 | 2.70 | 0.12 | - | - | 4,076.89 |
| (ii)Undisputed trade receivables - credit impaired | - | - | - | - | - | 56.77 | 56.77 |
| (iii)Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| (iv)Disputed trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 2,050.32 | 2,023.75 | 2.70 | 0.12 | - | 56.77 | 4,133.66 |
| Less: Allowance for credit losses | - | - | - | - | - | (56.77) | (56.77) |
| Total Trade Receivables | 2,050.32 | 2,023.75 | 2.70 | 0.12 | - | - | 4,076.89 |

Note: In case where due date is not specified invoice date has been considered for ageing purposes.

Note: 9(c) Cash and cash equivalents

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Cash and cash equivalents | | |
| Cash on hand | 2.73 | 9.15 |
| Balances with banks : | | |
| In current accounts | 224.60 | 434.40 |
| In deposits with maturity within 3 months [refer notes (a) & (b) below] | 1,840.83 | 320.39 |
| Margin money deposits [refer note (c) below] | 186.39 | - |
| Total | 2,254.55 | 763.94 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note:

- a) Includes deposits marked as lien against bank guarantee of ₹ Nil (31 March 2024 - ₹ 11.40 Lakhs) and letter of credit of ₹ Nil (31 March 2024 - ₹ 99.20 Lakhs)
- b) Includes deposits amounting to ₹ 7.00 Lakhs (31 March 2024 - ₹ 205.53 Lakhs) earmarked for dues pursuant to Corporate Insolvency Resolution Process "CIRP".
- c) Earmarked balances with banks.

Note: 9(d) Other bank balances

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|-----------------|
| Other Bank balances | | |
| Unpaid dividend account [refer note (c) below] | 47.94 | 42.77 |
| Fractional Share Entitlement [refer note (c) below] | 0.52 | 0.52 |
| Earmarked balance with bank [refer note (a) below] | 22.31 | 6.95 |
| Margin money deposits [refer note (c) below] | 16.88 | 1.26 |
| Deposits with maturity between three to twelve months [refer note (b) below] | 183.00 | 2,469.73 |
| Total | 270.65 | 2,521.23 |

Notes:

- (a) Earmarked balance with bank pertains to Escrow Account maintained at Punjab National Bank pursuant to Corporate Insolvency Resolution Process ("CIRP").
- (b) ₹ 13.00 Lakhs (31 March 2024 - ₹ 1,016.31 Lakhs) is under lien against letter of credit. Further fixed deposits amounting to ₹ 170 Lakhs (31 March 2024 - ₹ Nil) was earmarked for payment of dues to Resolution Professional.
- (c) Earmarked balances with banks.

Note: 9(e) Loans - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Unsecured, considered good (Unless otherwise stated) | | |
| Loan to Employees | 394.35 | 395.78 |
| Loans to Body Corporates | 4,700.00 | 50.00 |
| Total | 5,094.35 | 445.78 |

Note: 9(f) Other financial assets - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Unsecured, considered good (Unless otherwise stated) | | |
| Security Deposits | 176.83 | 186.13 |
| Derivatives not designated as hedges - Foreign-exchange forward contracts | - | 15.11 |
| Interest accrued on Loans to Body Corporates | 45.84 | 2.21 |
| Interest accrued on Investments and deposits with bank | 17.60 | 54.24 |
| Others (refer note below) | 133.20 | 566.09 |
| Total | 373.47 | 823.78 |

Note:

Includes (a) export incentive receivable ₹ 124.83 Lakhs (31 March 2024 - ₹ 253.43 Lakhs), (b) Receivable from sale/redemption of investment ₹ Nil (31 March 2024 - ₹ 26.07 Lakhs) and (c) Interest Receivable ₹ 1.85 Lakhs (31 March 2024 - ₹ 3.10 Lakhs) of parent company. Further, other receivable of ₹ Nil (31 March 2024 - ₹ 283.49 Lakhs) is on account of trial run sales of one subsidiary.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 10 Current tax assets (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Advance for taxation (Net of provision ₹ 7,167.22 Lakhs (31 March 2024 - ₹ 7,393.52 Lakhs) | 1,086.06 | 1,121.40 |
| Total | 1,086.06 | 1,121.40 |

Note: 11 Other current assets

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|-----------------|
| Unsecured, considered good (unless otherwise stated) | | |
| Prepaid Expenses | 1,370.51 | 141.67 |
| Balances with Government Authorities | 5,769.47 | 2,194.38 |
| Advances for goods and services (refer note 46) | 6,580.08 | 205.57 |
| Dividend distribution tax (DDT) refundable [refer note (a) below] | 49.14 | 49.14 |
| Duty Credit Scrips | - | 6.64 |
| Other Advances | | |
| Considered Good | 18.36 | 18.74 |
| Credit impaired | 148.17 | 148.17 |
| Less : Allowance for credit impaired | (148.17) | (148.17) |
| Total | 13,787.56 | 2,616.14 |

Notes:

(a) Pertains to DDT paid by erstwhile Gloster Limited for payment of dividend to erstwhile Kettlewell Bullen & Company Limited now refundable, post merger as per scheme of amalgamation.

(b) There are no outstanding advances to directors or other officers of the parent company or subsidiary companies.

Note: 12 Equity share capital

(a) Authorised equity share capital

| Particulars | Equity shares | |
|-------------------------|------------------|----------|
| | Number of shares | Amount |
| As at 01 April 2023 | 2,75,00,000 | 2,750.00 |
| Changes during the year | - | - |
| As at 31 March 2024 | 2,75,00,000 | 2,750.00 |
| Changes during the year | - | - |
| As at 31 March 2025 | 2,75,00,000 | 2,750.00 |

(b) Movement in equity share capital (Issued, subscribed and fully paid-up shares)

| Particulars | Equity shares | |
|-------------------------|------------------|----------|
| | Number of shares | Amount |
| As at 01 April 2023 | 1,09,43,260 | 1,094.33 |
| Changes during the year | - | - |
| As at 31 March 2024 | 1,09,43,260 | 1,094.33 |
| Changes during the year | - | - |
| As at 31 March 2025 | 1,09,43,260 | 1,094.33 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(c) Details of the shareholders holding more than 5% of equity shares of the parent company is as below:

| Name of the equity shareholder | 31 March 2025 | | 31 March 2024 | |
|-------------------------------------|------------------|-----------|------------------|-----------|
| | Number of Shares | % holding | Number of Shares | % holding |
| Life Insurance Corporation of India | 13,93,248 | 12.73 | 13,93,248 | 12.73 |
| Late Pushpa Devi Bangur | - | - | 15,79,272 | 14.43 |
| The Oriental Company Limited | 12,08,012 | 11.04 | 12,08,012 | 11.04 |
| Madhav Trading Corporation Limited | 11,86,492 | 10.84 | 11,86,492 | 10.84 |
| Vinita Bangur | 21,71,976 | 19.85 | 8,92,704 | 8.16 |
| Hemant Bangur | 7,52,278 | 6.87 | 7,52,278 | 6.87 |

(d) Details of promoter's shareholding in the parent company is as below:

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|---|------------------|------------------|--------------------------|------------------|------------------|--------------------------|
| | Number of Shares | % of total share | % change during the year | Number of Shares | % of total share | % change during the year |
| Name of promoter | | | | | | |
| Hemant Bangur | 7,52,278 | 6.87 | - | 7,52,278 | 6.87 | - |
| Name of promoter group | | | | | | |
| Late Pushpa Devi Bangur | - | - | (14.43) | 15,79,272 | 14.43 | - |
| Vinita Bangur | 21,71,976 | 19.85 | 11.69 | 8,92,704 | 8.16 | - |
| Hemant Kumar Bangur HUF | 5,22,358 | 4.77 | - | 5,22,358 | 4.77 | - |
| Gopal Das Bangur HUF | 4,48,696 | 4.10 | - | 4,48,696 | 4.10 | - |
| Late Pushpa Devi Bangur (Trustee of Purushottam Dass Bangur Family Trust) | - | - | (1.79) | 1,95,400 | 1.79 | - |
| Hemant Bangur (Trustee of Purushottam Dass Bangur Family Trust) | 1,95,400 | 1.79 | 1.79 | - | - | - |
| Exe. To the Estate of Lt. Purushottam Dass Bangur | 1,05,606 | 0.97 | - | 1,05,606 | 0.97 | - |
| Purushottam Dass Bangur HUF | 1,03,532 | 0.95 | - | 1,03,532 | 0.95 | - |
| Late Pushpa Devi Bangur (Trustee of Pranov Bangur Benefit Trust) | - | - | (0.02) | 2,000 | 0.02 | - |
| Vinita Bangur (Trustee of Pranov Bangur Benefit Trust) | 3,02,000.00 | 2.76 | 2.76 | - | - | - |
| Pranov Bangur | 640 | 0.01 | - | 640 | 0.01 | - |
| The Oriental Company Limited | 12,08,012 | 11.04 | - | 12,08,012 | 11.04 | - |
| Madhav Trading Corporation Limited | 11,86,492 | 10.84 | - | 11,86,492 | 10.84 | - |
| The Cambay Investment Corporation Limited | 5,33,906 | 4.88 | - | 5,33,906 | 4.88 | - |
| Credwyn Holdings India Private Limited | 4,17,042 | 3.81 | - | 4,17,042 | 3.81 | - |

(e) Rights, preferences and restrictions attached to equity shares

The parent Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The parent Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the parent company, the holders of equity shares are eligible to receive the remaining assets after distribution of all the preferential amounts, in proportion to their shareholding.

(f) Details of bonus shares issued

The parent company has issued 16,00,000 number of equity shares allotted as fully paid up by way of bonus shares of ₹ 10 each on 07 March, 2016.
The parent company has issued 54,71,630 number of equity shares allotted as fully paid up by way of bonus shares of ₹ 10 each on 19 December, 2022.

Notes to the Consolidated Financial Statements

Note: 13 Other equity

(All amounts in ₹ Lakhs, unless otherwise stated)

A. Reserve and Surplus

| Particulars | 31 March 2025 | 31 March 2024 |
|---|--------------------|--------------------|
| (i) Securities Premium | 78,146.39 | 78,146.39 |
| (ii) General reserve | 16,984.29 | 14,903.78 |
| (iii) Retained earnings | 7,402.53 | 11,264.27 |
| Total reserves and surplus | 1,02,533.21 | 1,04,314.44 |
| Particulars | 31 March 2025 | 31 March 2024 |
| (i) Securities Premium | | |
| Balance at the beginning of the year | 78,146.39 | 78,146.39 |
| Changes during the year | - | - |
| Balance at the end of the year | 78,146.39 | 78,146.39 |
| (ii) General reserve | | |
| Balance at the beginning of the year | 14,903.78 | 12,816.90 |
| Transferred from retained earnings | 2,080.51 | 2,086.88 |
| Issue of bonus shares [refer note 12(f)] | - | - |
| Balance at the end of the year | 16,984.29 | 14,903.78 |
| (iii) Retained earnings | | |
| Balance at the beginning of the year | 11,264.27 | 11,517.44 |
| Profit for the year | (1,334.70) | 2,435.17 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| - Remeasurements of post-employment benefit obligation, net of tax | 327.11 | 695.22 |
| - Gain on sale of FVOCI equity investments, net of tax transferred to retained earnings from other comprehensive income | 1,415.00 | 891.97 |
| Less : Appropriations | | |
| Dividend paid during the year | (2,188.65) | (2,188.65) |
| Transferred to general reserve | (2,080.51) | (2,086.88) |
| Balance at the end of the year | 7,402.53 | 11,264.27 |

B. Other reserves - Equity instruments through Other comprehensive income

| Particulars | 31 March 2025 | 31 March 2024 |
|---|--------------------|--------------------|
| Balance at the beginning of the year | 5,607.30 | 4,321.35 |
| Changes in fair value of FVOCI equity instruments | 274.09 | 2,435.03 |
| Deferred tax | 249.93 | (257.11) |
| Gain on sale of FVOCI equity investments, net of tax transferred to retained earnings | (1,415.00) | (891.97) |
| Balance at the end of the year | 4,716.32 | 5,607.30 |
| Total (A+B) | 1,07,249.53 | 1,09,921.73 |

(i) Securities premium

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) General reserve

General reserve is created and utilised in compliance with provisions of the Companies Act, 2013.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(iii) Retained earnings

Retained Earnings are the profits that the group has earned till date, less any transfer to general reserve, dividends or other distributions to shareholders.

(iv) Equity instruments through OCI

The group has elected to recognise changes in the fair value of all investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Note: 14 (a) Borrowings - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Secured | | |
| Term loan from banks | 36,133.09 | 12,136.85 |
| Less: Current maturities of long term debts [refer note 18(a)] | (1,209.76) | (243.63) |
| Total | 34,923.33 | 11,893.22 |

Note:

| (a) Nature of Security | Terms of repayment |
|---|--|
| (i) Secured term loan from bank amounting to ₹ 35.36 Lakhs (31 March 2024 - ₹ 231.40 Lakhs) pertaining to the Parent Company. Secured by hypothecation of movable fixed assets exclusively financed by Term Loan. | Repayable in 20 equal quarterly instalments beginning from June 2024 bearing interest at a rate linked to 3 (three) months T Bill. |
| (ii) Secured term loan from bank amounting to ₹ 17,648.98 Lakhs (31 March 2024 - ₹ 11,905.45 Lakhs) pertaining to Gloster Nuvo Ltd. Secured by first charge on the entire movable & immovable fixed assets of the company, present and future. The above is secured by second charge on entire current assets, present and future including the stocks of inventory & receivables along with corporate guarantee by Network Industries Limited upto collateral value and by the Parent Company. | Repayable in 29 equal quarterly instalments commencing from 4th quarter of financial year 2024-25 at a rate linked to 91 days T Bill. |
| (iii) Secured term loan from bank amounting to ₹ 18,448.75 Lakhs (31 March 2024 - Nil) pertains to Fort Gloster Industries Limited is secured by hypothecation of 1st charge over the fixed assets and 2nd charge over the entire current assets of the company along with corporate guarantee by the parent company. | Repayable after the moratorium in 40 quarterly instalments bearing interest at a rate linked to 3 (three) months MCLR and 91 days T Bill respectively. |

(iv) Loans from banks has been utilized for the purpose for which it was taken.

Note: 14(b) Lease liabilities - Non current

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|-----------------|---------------|
| Lease Liabilities (refer note 44) | 1,073.80 | 881.39 |
| Total | 1,073.80 | 881.39 |

Note: 14(c) Other Financial Liabilities - Non current

| Particulars | 31 March 2025 | 31 March 2024 |
|--------------------------------------|---------------|---------------|
| Capital Creditors (refer note below) | - | 173.88 |
| Total | - | 173.88 |

Note:

Balance represents amount in respect of retention money.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 15 Provisions - Non-current

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Provision for compensated absences of employees | 716.70 | 671.80 |
| Provision for Gratuity (refer note 27) | 54.84 | 15.89 |
| Other non-current provisions | 2.17 | 2.17 |
| | 773.71 | 689.86 |

Note: 16 Deferred tax liabilities (net)

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Deferred tax liabilities | | |
| Investment in financial instruments at FVOCI | 1,073.54 | 1,462.59 |
| Property, plant and equipment, Goodwill and Other Intangible Assets | 7,217.65 | 7,267.40 |
| Right of Use Asset | 355.00 | 326.64 |
| Investment in financial instruments at FVTPL | - | 0.35 |
| | 8,646.19 | 9,056.98 |
| Deferred tax assets | | |
| Investment in financial instruments at FVTPL | 13.69 | - |
| Provision for leave encashment | 233.37 | 205.45 |
| Provision for doubtful advances and receivables | 51.58 | 51.58 |
| Deferred government grant | 65.83 | 75.64 |
| Provision for other retirement benefits | 50.34 | 48.31 |
| Lease Liabilities | 366.27 | 314.47 |
| Carry forward Loss and Unabsorbed Depreciation | 2,275.17 | 787.22 |
| Others- Deferred tax assets | 174.18 | 173.31 |
| | 3,230.43 | 1,655.98 |
| Net deferred tax liabilities [refer note below] | 5,415.76 | 7,401.00 |
| Deferred tax assets not recognised (*) | 928.72 | - |
| Net deferred tax liabilities | 6,344.48 | 7,401.00 |

Note:

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws. Refer note 31 for details pertaining to income taxes.

* In case of one subsidiary, deferred tax assets arising from the brought forward business losses/ unabsorbed depreciation to tune of ₹ 928.72 lakhs (March 31, 2024: ₹ Nil) under applicable tax laws which are in excess of gross deferred tax liabilities have not been considered in the financial statements in the absence of reasonable certainty of future taxable profits.

Notes to the Consolidated Financial Statements

Movements in deferred tax liabilities/ (assets)

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | As at 31 March 2025 | | | | As at 31 March 2024 | | | |
|---|---------------------|-----------------|----------------------------|-----------------|---------------------|-----------------|----------------------------|-----------------|
| | Charged/Credited to | | | | Charged/Credited to | | | |
| | Opening | Profit/Loss | Other Comprehensive Income | Closing | Opening | Profit/Loss | Other Comprehensive Income | Closing |
| Investment in financial instruments at FVOCI | 1,462.59 | - | (389.05) | 1,073.54 | 1,205.47 | - | 257.12 | 1,462.59 |
| Property, plant and equipment, Goodwill and Other Intangible Assets | 7,267.40 | (49.75) | - | 7,217.65 | 7,659.68 | (392.28) | - | 7,267.40 |
| Right of Use Asset | 326.64 | 28.36 | - | 355.00 | 63.97 | 262.67 | - | 326.64 |
| Investment in financial instruments at FVTPL | 0.35 | (14.04) | - | (13.69) | (19.50) | 19.85 | - | 0.35 |
| Provision for leave encashment | (205.45) | (27.92) | - | (233.37) | (190.72) | (14.73) | - | (205.45) |
| Provision for doubtful advances & receivables | (51.58) | - | - | (51.58) | (53.88) | 2.30 | - | (51.58) |
| Deferred government grant | (75.64) | 9.81 | - | (65.83) | (57.84) | (17.80) | - | (75.64) |
| Provision for other retirement benefits | (48.31) | (2.03) | - | (50.34) | (50.34) | | 2.03 | (48.31) |
| Lease Liabilities | (314.47) | (51.80) | - | (366.27) | (63.24) | (251.23) | - | (314.47) |
| Carry Forward Business Loss and Unabsorbed Depreciation | (787.22) | (559.23) | - | (1,346.45) | (393.45) | (393.77) | - | (787.22) |
| Others | (173.31) | (0.87) | - | (174.18) | (162.22) | (11.09) | - | (173.31) |
| Total | 7,401.00 | (667.47) | (389.05) | 6,344.48 | 7,937.93 | (796.08) | 259.15 | 7,401.00 |

Note: 17 Other Non-current liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Deferred government grant | 234.55 | 273.56 |
| Advance from Customer (refer note 46) | 6,650.00 | - |
| Total | 6,884.55 | 273.56 |

Note: 18(a) Borrowings - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|-----------------|
| Secured : | | |
| Current maturities of long-term debt [refer note 14(a)] | 1,209.76 | 243.63 |
| Loans from banks [refer notes below] | 16,057.43 | 6,221.39 |
| Loan from Life Insurance Corporation of India [refer note (c) below] | 165.66 | - |
| Unsecured : | | |
| Loans from banks [refer note (b) below] | 4,390.00 | - |
| Total | 21,822.85 | 6,465.02 |

Notes to the Consolidated Financial Statements

Notes:

(All amounts in ₹ Lakhs, unless otherwise stated)

- (a) Secured by first charge and against hypothecation of the entire current assets and movables fixed assets of the Parent Company. Secured by extension of first charge and against mortgage of the immovable properties of the Parent Company, situated at P.S. Bauria, Dist- Howrah.
- (b) Loans from banks of parent company comprises of cash credit facilities, working capital demand loans and unsecured loans which are payable on demand. The interest rate of such loan ranges from 0.25% to 1.10% spread over MCLR per annum, 1.75% spread over applicable repo rate and 2.08% spread over 3 months T-Bill.
- (c) Loan from Life Insurance Corporation of India (LICI) is secured against keyman insurance policy from LICI with interest rate of 9.09%.
- (d) Loans from banks has been utilized for the purpose for which it was taken.
- (e) Loans from banks of one subsidiary company namely "Fort Gloster Industries Limited " is secured by first charge on pari passu basis on the company's entire current assets and second charge on pari passu basis on factory land & building - 27.96 acres and other fixed assets of the company. Loan from banks comprises of cash credit facilities which are payable on demand. The interest rate on such loan is linked to 3M T-Bill plus spread ranges from 1.83% to 2.80% , 3M MCLR with nil spread and repo rate plus spread of 2.05%.
- (f) Loans from banks of one subsidiary company namely "Gloster Nuvo Limited " is secured by first pari passu charge on current assets and second pari passu charge on moveable fixed assets of the company. The interest rate on such loan is linked to bank's 3M T-Bill Rate plus spread of 2.27 %.

Note: 18 (b) Lease liabilities - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------------|---------------|---------------|
| Lease Liabilities (refer note 44) | 126.70 | 115.08 |
| Total | 126.70 | 115.08 |

Note: 18(c) Trade payables

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Trade Payables | | |
| Micro and Small Enterprises (refer note 41) | 918.73 | 29.12 |
| Other than Micro and Small Enterprises | 7,045.64 | 1,682.35 |
| Total | 7,964.37 | 1,711.47 |

Trade Payables ageing schedule as at March 31 2025

| Particulars | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|-----------------|------------------|--------------|-------------|-------------------|-----------------|
| Undisputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | 742.55 | 176.13 | 0.05 | - | - | 918.73 |
| Others | 3,041.09 | 2,798.23 | 31.67 | 0.19 | 1.28 | 5,872.46 |
| Disputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| | 3,783.64 | 2,974.36 | 31.72 | 0.19 | 1.28 | 6,791.19 |
| Add: Unbilled dues | | | | | | 1,173.18 |
| Total | 3,783.64 | 2,974.36 | 31.72 | 0.19 | 1.28 | 7,964.37 |

Notes to the Consolidated Financial Statements

Trade Payables ageing schedule as at March 31 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Not Due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
|---|---------------|------------------|-------------|--------------|-------------------|-----------------|
| Undisputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | 29.12 | - | - | - | - | 29.12 |
| Others | 793.54 | 108.27 | 1.22 | 21.45 | 25.28 | 949.76 |
| Disputed trade payables | | | | | | |
| Micro Enterprises and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| | 822.66 | 108.27 | 1.22 | 21.45 | 25.28 | 978.88 |
| Add: Unbilled dues | | | | | | 732.59 |
| Total | 822.66 | 108.27 | 1.22 | 21.45 | 25.28 | 1,711.47 |

Note: In case where due date is not specified, invoice date has been considered for ageing purposes.

Note: 18(d) Other financial liabilities - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|-----------------|-----------------|
| Interest accrued but not due on borrowings | 139.54 | - |
| Unpaid dividends [refer note(a) below] | 47.94 | 42.77 |
| Unclaimed Fractional Entitlement [refer note (a) below] | 0.52 | 0.52 |
| Capital creditors | 1,954.39 | 2,164.20 |
| Accrued Interest Payable on ICD | 127.50 | - |
| Employee related liabilities | 660.77 | 596.06 |
| Derivative not designated as hedges- foreign exchange forward contract | 1.00 | 37.87 |
| Other payables [refer note (b) below] | 659.96 | 598.30 |
| Total | 3,591.62 | 3,439.72 |

Notes:

- (a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125C of the Companies Act, 2013 as at the end of the year.
- (b) (i) Includes Liability for bills discounted ₹ 212.81 Lakhs (31 March 2024 ₹ 243.59 Lakhs).
(ii) Includes ₹ 150.87 Lakhs (31 March 2024 : ₹ 183.26 Lakhs) payable to CIRP against which there is a corresponding balances available with the Group. (refer note 9(d)).

Note: 19 Provisions - Current

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Provision for employee benefits | | |
| Provision for Gratuity (Refer note 27) | 26.59 | 10.10 |
| Provision for compensated absences of employees | 267.21 | 217.03 |
| Provision for other retirement benefits (refer note below) | 200.00 | 200.00 |
| Others | - | 3.60 |
| Total | 493.80 | 430.73 |

Notes:

Represent provision for interest guarantee shortfall on provident fund. Refer note 27(A)(ii)(b).

Notes to the Consolidated Financial Statements

Note: 20 Current tax liabilities (net)

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Provision for taxation [Net of advance tax of ₹ 13,892.89 Lakhs (31 March 2024 - ₹ 11,633.04 Lakhs)] | 615.21 | 687.99 |
| Total | 615.21 | 687.99 |

Note: 21 Other current liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|--|-----------------|-----------------|
| Advances received from customers (refer note 46) * | 7,497.18 | 779.32 |
| Statutory dues | 1,264.25 | 969.18 |
| Deferred Government Grant | 27.00 | 27.00 |
| Other payables | 53.92 | 33.08 |
| Total | 8,842.35 | 1,808.58 |

* Advances from customers appearing at the beginning of the year has been entirely adjusted against revenue recognised during the year.

Note: 22 Revenue from operations

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Revenue from Contracts with Customers | | |
| Sale of products | 72,840.57 | 64,110.88 |
| Other operating revenues | | |
| Sale of Scrap | 141.55 | - |
| Export incentive | 496.34 | 529.27 |
| Total | 73,478.46 | 64,640.15 |

Notes:

(a) There are no adjustment between the contracted price and revenue recognised.

(b) Revenue from contracts with customers has been disaggregated on the basis of geographical region (refer note 35).

Note: 23 Other income

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Interest income from financial assets measured at amortised cost | 246.09 | 309.01 |
| Interest Income on Security Deposit | 1.77 | - |
| Interest income from financial assets measured at FVTPL | 98.04 | 74.00 |
| Interest Income on Lease | 0.52 | 0.26 |
| Dividend income from investments designated at FVOCI [refer note (a) below] | 11.04 | 17.06 |
| Net profit on fair value changes on investments classified at FVTPL | - | 36.75 |
| Rental income | 9.47 | 9.48 |
| Net gain on disposal of property, plant and equipment | 6.19 | 15.48 |
| Net gain on sale of Investment | 5.78 | - |
| Insurance policy matured | 1,678.82 | - |
| Interest received on Income Tax Refund | 58.50 | 0.18 |
| Liabilities/provisions no longer required written back | 47.29 | 256.65 |
| Bad debts written back | - | 204.20 |
| Net foreign exchange gains | 277.57 | 231.87 |
| Government grants [refer note (b) below] | 39.00 | 39.00 |
| Provision for doubtful debt written back | - | 10.62 |
| Miscellaneous income | 134.01 | 175.57 |
| Total | 2,614.09 | 1,380.13 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Notes:

- (a) All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting year except dividend income amounting to ₹ 6.90 Lakhs (31 March 2024 - ₹ 6.36 Lakhs) pertaining to investments derecognised during the year.
- (b) Government grants are related to investments in property, plant and equipment. There are no unfulfilled conditions or other contingencies attaching to these grants.

Note: 24 Cost of materials consumed

| Particulars | 31 March 2025 | 31 March 2024 |
|--|------------------|------------------|
| Raw Material at the beginning of the year | 6,655.37 | 5,917.72 |
| Add : Purchases | 49,445.84 | 32,842.72 |
| Add: Transfer from Capital work - in -progress | 1,119.95 | - |
| | 57,221.16 | 38,760.44 |
| Less : Raw Material at the end of the year | 16,344.76 | 6,377.75 |
| Total | 40,876.40 | 32,382.69 |

Note: 25 Purchase of Stock in Trade

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------|-----------------|---------------|
| Purchases of Stock-in-Trade | 3,944.23 | - |
| Total | 3,944.23 | - |

Note: 26 Changes in inventories of finished goods and work-in-progress

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-------------------|-----------------|
| Inventories at the end of the year | | |
| Work-in-progress | 3,131.55 | 1,450.27 |
| Stock-in-Trade | 729.95 | - |
| Semi - Finished Goods | 1,065.85 | 921.14 |
| Finished Goods | 7,576.70 | 4,799.10 |
| Total (A) | 12,504.05 | 7,170.51 |
| Inventories at the beginning of the year | | |
| Work-in-progress | 1,450.27 | 1,810.95 |
| Stock-in-Trade | - | - |
| Semi - Finished Goods | 921.14 | 992.34 |
| Finished Goods | 4,799.10 | 4,664.93 |
| Total (B) | 7,170.51 | 7,468.22 |
| (Increase)/decrease in inventories (B-A) | (5,333.54) | 297.71 |

Note: 27 Employee benefits expense

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| Salaries, Wages & Bonus | 11,278.95 | 10,459.00 |
| Contribution to Provident and Other Funds (refer notes below) | 1,574.52 | 1,516.53 |
| Workmen and Staff Welfare expenses | 92.00 | 58.27 |
| Total | 12,945.47 | 12,033.80 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Notes:

(A) Post-employment benefits

(i) Defined contribution plans

The total expenses recognised in the consolidated statement of profit and loss during the year on account of defined contribution plans amounts to:

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Employer's contribution to pension fund | 485.46 | 467.02 |
| Employer's contribution to provident fund | 109.24 | 42.72 |
| Employer's contribution to superannuation fund | 3.00 | 1.55 |
| Total | 597.70 | 511.29 |

The Group makes Pension Fund, provident fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the group are at rates specified in the rules of the schemes.

(ii) Defined benefit plan

(a) Gratuity:

The employees' gratuity fund scheme is managed by a Trust and is a defined benefit plan. The funds of the trust are managed by approved insurance companies. Every employee is entitled to a benefit equivalent to fifteen day's salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Group or retirement, whichever is earlier. Gratuity benefit vests after five year of continuous service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation (Gratuity) over the year are as follows:

| Particulars | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|-----------------|
| 01 April 2024 | 8,559.87 | (8,966.28) | (406.41) |
| Current service cost | 529.47 | - | 529.47 |
| Interest expense/(income) | 584.23 | (612.73) | (28.50) |
| Total amount recognised in profit or loss | 1,113.70 | (612.73) | 500.97 |
| Remeasurements | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (110.21) | (110.21) |
| Actuarial (gain)/loss from change in financial assumptions | 365.24 | - | 365.24 |
| Actuarial (gain)/loss from unexpected experience | (694.26) | - | (694.26) |
| Total amount recognised in other comprehensive income | (329.02) | (110.21) | (439.23) |
| Employer contributions/ premium paid | - | - | - |
| Benefit payments | (427.90) | 425.86 | (2.04) |
| 31 March 2025 * | 8,916.65 | (9,263.36) | (346.71) |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Present value of obligation | Fair value of plan assets | Net amount |
|---|-----------------------------|---------------------------|-----------------|
| 01 April 2023 | 8,246.27 | (7,645.23) | 601.04 |
| Current service cost | 481.88 | - | 481.88 |
| Interest expense/(income) | 581.45 | (559.17) | 22.28 |
| Total amount recognised in profit or loss | 1,063.33 | (559.17) | 504.16 |
| Remeasurements | | | |
| Return on plan assets, excluding amounts included in interest expense/ (income) | - | (519.87) | (519.87) |
| Actuarial (gain)/loss from change in financial assumptions | 137.80 | - | 137.80 |
| Actuarial (gain)/loss from unexpected experience | (547.00) | - | (547.00) |
| Total amount recognised in other comprehensive income | (409.20) | (519.87) | (929.07) |
| Employer contributions/ premium paid | - | (578.47) | (578.47) |
| Benefit payments | (340.53) | 336.46 | (4.07) |
| 31 March 2024 * | 8,559.87 | (8,966.28) | (406.41) |

* Includes net asset of ₹ 428.15 Lakhs (31 March 2024 - ₹ 432.40 Lakhs) in respect of the parent company.

Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|-------------------------|--|--|
| Discount rate | 6.50% to 6.63% | 7.00% to 7.20% |
| Rate of salary increase | 9% to 10% | 9% to 10% |
| Mortality rate | Indian assured lives mortality (2006-08) &(2012-14) (modified) | Indian assured lives mortality (2006-08) &(2012-14) (modified) |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of assets management, historical results of the return on plan assets, and other relevant factors.

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

| Assumptions | Change in assumption | Impact on scheme liabilities |
|-------------------------|--------------------------------------|---|
| 31 March 2025 | | |
| Discount rate | Increase by 1.00%, Decrease by 1.00% | Decrease by ₹ 729.60 Lakhs, Increase by ₹ 859.39 Lakhs. |
| Rate of salary increase | Increase by 1.00%, Decrease by 1.00% | Increase by ₹ 830.94 Lakhs, Decrease by ₹ 720.76 Lakhs. |

| Assumptions | Change in assumption | Impact on scheme liabilities |
|-------------------------|--------------------------------------|---|
| 31 March 2024 | | |
| Discount rate | Increase by 1.00%, Decrease by 1.00% | Decrease by ₹ 680.77 Lakhs, Increase by ₹ 798.24 Lakhs. |
| Rate of salary increase | Increase by 1.00%, Decrease by 1.00% | Increase by ₹ 774.91 Lakhs, Decrease by ₹ 675.09 Lakhs. |

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied while calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Defined benefit liabilities:

The expected maturity analysis of undiscounted gratuity is as follows:

| Particulars | Less than 1 year | 1 - 2 years | 2 - 5 years | More than 5 years | Total |
|---------------------------------------|------------------|---------------|-----------------|-------------------|-----------------|
| As at 31 March 2025 | | | | | |
| Defined benefit obligation (gratuity) | 1,574.44 | 336.80 | 1,806.22 | 4,853.48 | 8,570.94 |
| Total | 1,574.44 | 336.80 | 1,806.22 | 4,853.48 | 8,570.94 |
| As at 31 March 2024 | | | | | |
| Defined benefit obligation (gratuity) | 1,424.86 | 371.91 | 1,430.07 | 3,696.81 | 6,923.65 |
| Total | 1,424.86 | 371.91 | 1,430.07 | 3,696.81 | 6,923.65 |

Major categories of plan assets

The defined benefit plan is funded with insurance companies of India. The Group does not have any liberty to manage the funds provided to insurance companies. Thus the composition of each major category of plan assets has not been disclosed.

Risk exposure

Through its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

Investment risk

The defined benefit plans are funded with insurance company of India. The Group does not have any liberty to manage the funds provided to insurance company. The Fund is managed by the insurance company and the assets are invested in their conventional group gratuity product. The fund is subject to market risk as the price of units may go up or down. The present value of the defined benefit obligation is calculated using a discount rate determined by reference to the Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

Interest rate risk

The defined benefit obligation is calculated using a discount rate based on government bonds. If the bond yields fall, the defined benefit obligation will tend to increase.

Demographic risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It

is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary growth risk

The present value of the defined benefit obligation is calculated by reference to the future salaries of plan participants. Higher than expected increases in salary will increase the defined benefit obligation.

Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 9 years (31 March 2024 - 8 years).

(b) Provident fund

The Provident fund is managed by the Parent Company in line with the Employees Provident Fund and Miscellaneous Provision Act, 1952. The Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Condition for grant of exemption stipulate that the employer shall make good deficiency, if any, in the interest declared by the trust vis-a-vis statutory rate. The contribution by the employer and employees together with the interest accumulated there on are payable to the employees at the time of their separation from the Parent Company or retirement, whichever is earlier. In view of the Parent Company's obligation to meet the interest shortfall, this is a defined benefit plan. The Contribution made by the Parent Company and the shortfall of the interest, if any, are recognised as an expense in profit & loss under employee benefit expense in accordance with an actuarial valuation of provident fund liabilities based on guidance issued by Actuarial Society of India and based on assumptions as mentioned below. Also refer note 19.

The significant actuarial assumptions were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|---------------------------------------|---------------|---------------|
| Discount rate | 6.50% | 7.00% |
| Expected Rate of return on Investment | 8.20% | 8.20% |
| Guaranteed rate of return | 8.25% | 8.15% |



Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(B) Other long term employee benefit plan

The Parent Company and certain subsidiaries provides benefits in the nature of compensated absences which can be accumulated. The compensated absences are other long term employee benefits plan. Accumulated Compensated Absences which are expected to be availed or encashed within the 12 months from the end of the year are treated as short term employee benefits and the balance expected to be availed or encashed beyond 12 months from the year end are treated as long term liability. Expenses recognised in the Statement of Profit and loss towards compensated absences includes re-measurement gains and losses.

Note: 28 Finance costs

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|---------------|
| Interest expense on borrowings from banks | 1,954.40 | 210.03 |
| Interest on Lease liabilities | 101.35 | 28.26 |
| Interest on Income Tax Demand | 0.83 | 0.26 |
| Other borrowing costs | 104.78 | 14.94 |
| Other | 230.20 | - |
| Interest on ICD | 18.97 | - |
| Total | 2,410.53 | 253.49 |

Note: 29 Depreciation and amortization

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Depreciation on Property, Plant and Equipment | 2,646.52 | 1,546.74 |
| Amortisation of Goodwill | 1,666.55 | 1,666.54 |
| Amortisation of Trademark | 534.63 | 534.62 |
| Amortisation of other intangible assets | 9.80 | 8.73 |
| Depreciation of Right of use asset | 117.92 | 78.13 |
| Total | 4,975.42 | 3,834.76 |

Note: 30 Other expenses

| Particulars | 31 March 2025 | 31 March 2024 |
|---|------------------|------------------|
| Consumption of stores and spare parts (net) | 5,527.23 | 5,087.43 |
| Power and fuel | 2,376.24 | 2,392.56 |
| Rent | 145.71 | 45.45 |
| Repairs to building | 270.00 | 319.87 |
| Repairs to machinery | 28.33 | 22.07 |
| Repairs - others | 129.89 | 94.93 |
| Insurance | 203.28 | 179.87 |
| Rates and Taxes | 275.57 | 51.28 |
| Processing Charges | 1,662.89 | 2,334.93 |
| Freight and Delivery Charges | 1,346.26 | 576.58 |
| Export Dock and Toll Charges | 166.14 | 183.14 |
| Brokerage and Commission | 516.76 | 271.52 |
| Net losses on fair value changes on investments classified at FVTPL | 41.51 | - |
| Corporate social responsibility expenses [Refer note (b) below] | 168.91 | 289.18 |
| Loss on sale of short term investments | 18.49 | 4.43 |
| Miscellaneous expenses [Refer note (a) below] | 3,518.11 | 1,583.17 |
| Total | 16,395.32 | 13,436.41 |

Notes to the Consolidated Financial Statements

Notes:

(All amounts in ₹ Lakhs, unless otherwise stated)

(a) Miscellaneous expenses includes remuneration to auditors for :

| Particulars | 31 March 2025 | 31 March 2024 |
|---------------------------|---------------|---------------|
| Audit fees | 40.00 | 38.00 |
| Fees for limited reviews | 14.00 | 14.00 |
| Certification fees | 0.50 | 2.50 |
| Reimbursement of expenses | 2.65 | 2.71 |
| Total | 57.15 | 57.21 |

(b) Corporate social responsibility expenditure:

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Contribution towards Gloster - Arogya Jeevan | 38.34 | 50.04 |
| Contribution towards Gloster - Swach Vatavaran | 213.62 | 228.32 |
| Contribution towards Gloster - Vidya Prachar | 9.19 | 10.82 |
| Total | 261.15 | 289.18 |
| Amount required to be spent as per section 135 of the Act | 168.91 | 171.61 |
| Amount spent during the year on | | |
| (i) Construction/acquisition of an asset | - | - |
| (ii) On purposes other than (i) above | 261.15 | 289.18 |

Details of excess CSR expenditure under section 135(5) of the Act

| Balance (excess) spent as at 01 April 2024 | Amount required to be spent during the year | Amount spent during the year | Balance (excess) spent as at 31 March 2025 |
|--|---|------------------------------|--|
| (133.79) | 168.91 | 261.15 | (226.03) |
| Balance (excess) spent as at 01 April 2023 | Amount required to be spent during the year | Amount spent during the year | Balance (excess) spent as at 31 March 2024 |
| (16.22) | 171.61 | 289.18 | (133.79) |

There was no amount unspent for the year ended March 31, 2025 and the amount available for set-off as at 31 March, 2025 is ₹ 226.03 lakhs.

Note: 31 Income tax expense

This note provides an analysis of the Group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

(a) Income tax expense

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Current tax | | |
| Current tax on profits for the year | 2,049.51 | 2,142.24 |
| Tax for earlier years | (168.62) | 0.09 |
| Total current tax expense | 1,880.89 | 2,142.33 |
| Deferred tax | | |
| Decrease / (Increase) in deferred tax assets | (645.73) | (666.82) |
| (Decrease) / Increase in deferred tax liabilities | (21.74) | (129.26) |
| Total deferred tax expense/(benefit) | (667.47) | (796.08) |
| Income tax expense | 1,213.42 | 1,346.25 |



GLOSTER LIMITED

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

| Particulars | 31 March 2025 | 31 March 2024 |
|---|-----------------|-----------------|
| Profit before tax | (121.28) | 3,781.42 |
| Tax at the Indian tax rate of 25.168% (2023-24 – 25.168%) | (30.52) | 951.71 |
| Add / (deduct) | | |
| Tax effect of amounts which are not deductible /(taxable) in calculating taxable income | 42.24 | 73.20 |
| Tax effect of certain temporary differences measured at lower rates | - | 49.38 |
| Tax effect of certain taxable permanent differences | - | 10.84 |
| Tax effect of capital gains being measured at lower rate | - | 19.72 |
| Deferred tax on business loss/unabsorbed depreciation not recognised | 1,139.53 | 19.91 |
| Tax relating to earlier years | (168.62) | 0.09 |
| Others | 230.79 | 221.40 |
| Total income tax expense/(credit) | 1,213.42 | 1,346.25 |

Note: 32 Fair value measurements

Financial instruments by category

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|---|---------------|-----------------|------------------|-----------------|------------------|-----------------|
| | FVTPL | FVOCI | Amortised cost | FVTPL | FVOCI | Amortised cost |
| Financial assets | | | | | | |
| Investments | | | | | | |
| - Equity Instruments | - | 7,570.79 | - | - | 8,258.50 | - |
| - Alternative Investment Funds (Equity) | - | 1,776.12 | - | - | 2,763.85 | - |
| - Investment through PMS (Equity) | - | - | - | - | 1,223.14 | - |
| - Alternative Investment Funds (Debt) | 944.13 | - | - | 993.59 | - | - |
| - Debenture (Debt) | - | - | 1,000.00 | - | - | 1,000.00 |
| Loan to Body Corporate | - | - | 4,700.00 | - | - | 50.00 |
| Security deposits | - | - | 292.04 | - | - | 313.38 |
| Derivative Financial Assets | - | - | - | 15.11 | - | - |
| Trade receivables | - | - | 13,184.38 | - | - | 4,076.89 |
| Cash & cash equivalents | - | - | 2,254.55 | - | - | 763.94 |
| Other Bank balances | - | - | 270.65 | - | - | 2,521.23 |
| Loan to Employees | - | - | 394.35 | - | - | 395.78 |
| Interest accrued on Loans | - | - | 45.84 | - | - | 2.21 |
| Other financial assets | - | - | 1,264.63 | - | - | 759.16 |
| Total financial assets | 944.13 | 9,346.91 | 23,406.44 | 1,008.70 | 12,245.49 | 9,882.59 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|------------------------------------|---------------|----------|------------------|---------------|----------|------------------|
| | FVTPL | FVOCI | Amortised cost | FVTPL | FVOCI | Amortised cost |
| Financial liabilities | | | | | | |
| Borrowings | - | - | 56,746.18 | - | - | 18,358.24 |
| Trade payables | - | - | 7,964.37 | - | - | 1,711.47 |
| Derivative liabilities | 1.00 | - | - | 37.87 | - | - |
| Capital creditors | - | - | 1,954.39 | - | - | 2,338.08 |
| Employee related liabilities | - | - | 660.77 | - | - | 596.06 |
| Other Financial Liabilities | - | - | 975.46 | - | - | 641.59 |
| Total financial liabilities | 1.00 | - | 68,301.17 | 37.87 | - | 23,645.44 |

The investments in equity instruments are not held for trading. Instead, they are held for medium or long term investment. Upon the application of Ind AS 109, the group has chosen to designate these investments in equity instruments at FVOCI as the management believe that this provides a more meaningful presentation for medium or long-term investments, than reflecting changes in fair value immediately in profit or loss.

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level follows underneath the table.

| Financial assets and liabilities measured at fair value - recurring fair value measurements - as at 31 March 2025 | Level 1 | Level 2 | Level 3 | Total |
|---|-----------------|-----------------|-----------------|------------------|
| Financial assets | | | | |
| Investments | | | | |
| - Quoted investments | 2,655.66 | - | - | 2,655.66 |
| - Unquoted investments | - | 1,575.30 | 7,060.08 | 8,635.38 |
| Derivative financial assets | - | - | - | - |
| Total financial assets | 2,655.66 | 1,575.30 | 7,060.08 | 11,291.04 |
| Financial liabilities | | | | |
| Derivative financial liabilities (not designated as hedges) | - | 1.00 | - | 1.00 |
| Total financial liabilities | - | 1.00 | - | 1.00 |

| Financial assets and liabilities measured at fair value - recurring fair value measurements - as at 31 March 2024 | Level 1 | Level 2 | Level 3 | Total |
|---|-----------------|-----------------|-----------------|------------------|
| Financial assets | | | | |
| Investments | | | | |
| - Quoted investments | 2,761.03 | - | - | 2,761.03 |
| - Unquoted investments | - | 3,644.99 | 7,833.06 | 11,478.05 |
| Derivative financial assets | - | 15.11 | - | 15.11 |
| Total financial assets | 2,761.03 | 3,660.10 | 7,833.06 | 14,254.19 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Level 1 [Quoted prices in an active market]

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and debentures that have quoted price available. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 [Fair values determined using valuation techniques with observable inputs]

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives), Portfolio Management Scheme (PMS) and Alternative Investment Fund (AIF), is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 [Fair values determined using valuation techniques with significant unobservable inputs]

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities and certain Alternative Investment Funds (Equity & Debt), wherein underlying investments are mainly real estate / investment in equity shares of unlisted entities.

There are no transfers between Levels 1, Level 2 and Level 3 during the year.

(ii) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices for quoted equity shares and debentures.
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- Investments in PMS and AIF carried at fair value, are generally based on available NAVs. The fair value of the unquoted equity shares is determined using valuation technique that maximises the use of relevant observable inputs and minimises the use of unobservable inputs.
- The carrying amounts of trade receivables, loans, cash and cash equivalents, other bank balances, other financial assets, security deposits, trade payables and other financial liabilities are approximate to their fair values.
- Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair values.

(iii) Disclosures related to unlisted equity securities and Alternative Investment Fund (Equity & Debt) categorized through level 3

a) The following table presents the changes in level 3 items for the year ended 31 March 2025 and 31 March 2024:

| Particulars | Unlisted Equity Securities and Alternative Investment Fund (Equity) | Alternative Investment Fund (Debts) | Amount |
|---|---|-------------------------------------|-----------------|
| As at 01 April 2023 | 6,257.47 | 1,076.18 | 7,333.65 |
| Acquisitions | - | 50.00 | 50.00 |
| Sale | (176.69) | (166.82) | (343.51) |
| Gains/(losses) recognised in other comprehensive income | 758.69 | - | 758.69 |
| Gains/(losses) recognised in Profit & Loss | - | 34.23 | 34.23 |
| As at 31 March 2024 | 6,839.47 | 993.59 | 7,833.06 |
| Acquisitions | - | 185.00 | 185.00 |
| Sale | (7.38) | (175.39) | (182.77) |
| Gains/(losses) recognised in other comprehensive income | (716.14) | - | (716.14) |
| Gains/(losses) recognised in Profit & Loss | - | (59.07) | (59.07) |
| As at 31 March 2025 | 6,115.95 | 944.13 | 7,060.08 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

b) Description of significant unobservable inputs to valuation

| Particulars | Fair Value as at 31 March 2025 | Fair Value as at 31 March 2024 | Significant unobservable inputs | Assumptions |
|---|--------------------------------|--------------------------------|--|---|
| Unquoted equity shares & Alternative Investment Funds (Equity & Debt) | 7,060.08 | 7,833.06 | Fair value of immovable assets like land, nav of AIF (Equity & Debt) | Cost or asset method / determination of NAV based on the underlying investments of AIF. |

No reasonable change in assumptions would result in significant changes in the fair value.

c) Valuation processes

The finance department of the Parent Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO). The Parent Company also involves external valuation expert, who presents a report that explains the reasons for the fair value movements. Discussions of valuation processes and results are held between the CFO, external valuation expert and the valuation team at least once every year, in line with the Parent Company's reporting periods.

The main level 3 inputs for unlisted equity securities and certain Alternative Investment Funds used by the company are derived and evaluated as follows:

- 1) Cost or assets approach is used to derive the adjusted Net Asset Value which involves determining the value per share based on the respective assets and liabilities.
- 2) Determination of NAV based on the underlying investments of Alternative Investment Fund.
- iv) Fair value of financial assets and liabilities measured at amortised cost; the carrying amounts of financial assets and

financial liabilities recognised in the financial statements approximates their fair values.

- v) Derecognition of Investment in equity instrument designated at FVOCI :

The Group has derecognised the Investment in equity instrument designated at FVOCI amounting to ₹ 3,382.08 Lakhs (31 March, 2024 - ₹ 2,679.96Lakhs) and the gain/(loss) on such disposal (net of tax) amounting to ₹ 1,463.3 Lakhs (31 March, 2024 - ₹ 891.97 Lakhs) has been transferred to Retained Earnings.

The group has disposed certain investments designated as OCI since management does not see any significant appreciation in investments in medium / long-term.

Note: 33 Financial Risk Management

The Group's activities expose it to credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and security price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of it in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|--|---|--|
| Credit risk | Cash and cash equivalents, other bank balances, deposits with bank, trade receivables, derivative financial instruments, financial assets measured at amortised cost and fair value through profit & loss. | Ageing analysis Credit analysis | Diversification of customer base and diversification of bank deposits/investments. Entering into transaction with customer having sound financial position |
| Liquidity risk | Borrowings and other liabilities | Cash flow forecasts | Availability of committed credit lines and borrowing facilities |
| Market risk – foreign exchange | Recognised financial assets and liabilities not denominated in Indian rupee (₹) | Cash flow forecasting Sensitivity analysis | Entering into forward exchange contract |
| Market risk – interest rate | Short-term borrowings at variable rates | Sensitivity analysis | Diversified debt portfolio Regular monitoring of borrowings |
| Market risk – security prices | Investments in securities | Sensitivity analysis | Portfolio diversification |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments carried at amortised cost.

i) Trade receivables

Customer credit risk is managed by the parent company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying 30 to 90 days credit terms. The parent company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Where credit risk is high, domestic trade receivables are backed by security deposits. Export receivables are backed by letters of credit. Financial assets are considered to be of good quality and there is no significant increase in credit risk.

Provision for expected credit loss

The requirement for impairment is analysed at each reporting date. For impairment, individual debtors are identified and assessed specifically. The parent company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. There has been no material default history in the past and accordingly no provision is considered necessary. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the respective Company's finance department in accordance with the Group's policy. Investments of

surplus fund in portfolio management services, alternative investment funds, direct equity and in private companies are made only with approved counterparties and within credit limits assigned to each counterparty, if any. Counterparty credit limits are reviewed by the respective Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the respective Company's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Balances with banks and deposits are placed only with highly rated banks/financial institution.

The Group's maximum exposure to credit risk for the components of the balance sheet is the carrying amounts as disclosed.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity group based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| Contractual maturities of financial liabilities 31 March 2025 | Carrying Value | Contractual Cash Flow | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|--|------------------|-----------------------|------------------|-----------------|------------------|-------------------|------------------|
| Borrowings (including interest accrued) | 56,746.18 | 65,827.57 | 23,925.08 | 8,205.94 | 9,710.77 | 23,985.78 | 65,827.57 |
| Trade payables | 7,964.37 | 7,964.37 | 7,964.37 | - | - | - | 7,964.37 |
| Lease Liabilities | 1,200.50 | 8,324.72 | 259.68 | 567.21 | 434.84 | 7,062.99 | 8,324.72 |
| Other financial liabilities | 3,591.62 | 3,591.62 | 3,591.62 | - | - | - | 3,591.62 |
| Total non-derivative financial liabilities | 69,502.67 | 85,708.28 | 35,740.75 | 8,773.15 | 10,145.61 | 31,048.77 | 85,708.28 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Contractual maturities of financial liabilities 31 March 2024 | Carrying Value | Contractual Cash Flow | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|--|------------------|-----------------------|------------------|-----------------|-----------------|-------------------|------------------|
| Borrowings (including interest accrued) | 18,358.24 | 18,480.06 | 6,485.42 | 2,552.14 | 3,837.90 | 5,604.60 | 18,480.06 |
| Trade payables | 1,711.47 | 1,711.47 | 1,711.47 | - | - | - | 1,711.47 |
| Lease Liabilities | 996.47 | 2,777.05 | 111.69 | 229.43 | 166.19 | 2,269.74 | 2,777.05 |
| Other financial liabilities | 3,575.73 | 3,575.73 | 3,401.85 | 173.88 | - | - | 3,575.73 |
| Total non-derivative financial liabilities | 24,641.91 | 26,544.31 | 11,710.43 | 2,955.45 | 4,004.09 | 7,874.34 | 26,544.31 |

(C) Market risk

(i) Foreign currency risk

The Group undertakes transactions (e.g. sale of goods and purchases of raw materials or capital goods) denominated in foreign currencies and thus is exposed to exchange rate fluctuations. The Group evaluates its exchange rate exposure arising from foreign currency transactions and manages the

same based upon approved risk management policies which inter-alia includes entering into forward foreign exchange contracts.

Foreign currency risk exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹ Lakhs (foreign currency amount multiplied by closing rate), are as follows:

| Particulars | 31 March 2025 | | 31 March 2024 | |
|--|---------------|----------|---------------|----------|
| | USD | EUR | USD | EUR |
| Financial assets | | | | |
| Trade receivables | 1,700.32 | 70.59 | 801.83 | 70.01 |
| Derivative assets | | | | |
| Foreign exchange forward contracts - Sell foreign currency | (1,700.32) | (70.59) | (801.83) | (70.01) |
| Net exposure to foreign currency risk (assets) | - | - | - | - |
| Financial liabilities | | | | |
| Trade payables | 50.44 | - | - | - |
| Derivative liabilities | | | | |
| Foreign exchange forward contracts - Buy foreign currency | - | - | - | - |
| Net exposure to foreign currency risk (liabilities) | 50.44 | - | - | - |

The Group also has exposures in below currencies:

| Particulars | 31 March 2025 | | 31 March 2024 | |
|--|---------------|----------|---------------|----------|
| | GBP | JPY | GBP | JPY |
| Financial assets | | | | |
| Trade receivables | 33.14 | 26.01 | - | - |
| Derivative assets | | | | |
| Foreign exchange forward contracts - Sell foreign currency | (33.14) | (26.01) | - | - |
| Net exposure to foreign currency risk (assets) | - | - | - | - |

Foreign Currency Sensitivity for exposures which are not hedged

| Particulars | Impact on Profit before taxation | |
|--------------------------------|----------------------------------|--------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 |
| Forex rate - increase by 0.50% | (0.25) | - |
| Forex rate - decrease by 0.50% | 0.25 | - |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(iii) Security price risk

The Group's exposure to equity securities price risk arises from instruments held by the Group and classified in the Balance Sheet either as fair value through Other Comprehensive Income (OCI) or at fair value through Profit or Loss (Refer Note 30).

To manage its price risk arising from investments in equity securities the Group diversifies its portfolio.

(a) Interest rate risk exposure on financial liabilities

The exposure of the Group's financial liabilities to interest rate risk is as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|--------------------------|------------------|------------------|
| Variable rate borrowings | 56,746.18 | 18,358.24 |
| Total borrowings | 56,746.18 | 18,358.24 |

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

| Particulars | Impact on profit before tax | | Impact on equity | |
|--|-----------------------------|---------------|------------------|---------------|
| | 31 March 2025 | 31 March 2024 | 31 March 2025 | 31 March 2024 |
| Interest expense rates – increase by 70 basis points (70 bps)* | (397.22) | (128.51) | (297.25) | (96.16) |
| Interest expense rates – decrease by 70 basis points (70 bps)* | 397.22 | 128.51 | 297.25 | 96.16 |

* holding all other variables constant

Note: 34 Capital Management

(a) Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the respective Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The respective Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the respective Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the following gearing ratio:

- net debt (total borrowings and lease liabilities net of cash and cash equivalents)
- divided by total equity

Loan covenants

Under the terms of the major borrowing facilities, the Parent Company is required to comply with certain financial covenants. The Parent Company has complied with the debt covenants throughout the reporting period.

(b) Dividends paid and proposed

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| (i) Equity shares | | |
| Final dividend paid for the year ended 31 March 2024 - ₹ 20/- (31 March 2023 - ₹ 20/-) per fully paid share | 2,188.65 | 2,188.65 |
| (ii) Dividends not recognised at the end of the reporting period | | |
| In addition to the above dividends subsequent to year end the board of the parent company has recommended the payment of a final dividend of 200% i.e. ₹ 20/- per fully paid equity share (31 March 2024 - ₹ 20/-). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | 2,188.65 | 2,188.65 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 33 Segment information

On a review of all the relevant aspects including, in particular, the system of Internal financial reporting to the Board of Directors, which is the Chief Operating Decision Maker ('CODM') and considering the economic characteristics of the operations, the Group is of the view that it operates in two manufacturing segments 'Jute Goods' and 'Cables'. Cable business represents the operations of the subsidiary Company - Fort Gloster Industries Limited which has started commercial production on 30th May 2024.

Jute Goods: It consist of manufacturing & export of all types of jute & jute allied products, woven & non-woven jute geotextiles, treated fabric-rot proof, fire retardant, jute products for interior decoration & packaging of industrial & agricultural produce.

Cables: It consist of manufacturing of cable wires. Cable business represents the operations of the subsidiary Company - Fort Gloster Industries Limited which has started commercial production on 30th May 2024.

Segment performance is evaluated based on profit or loss and is measured consistently with Profit or Loss in the Consolidated Financial Statements except finance cost, investment income and taxes, which are not allocated to segment results. Also, the Deferred taxes & investments are managed at head office and are not allocated to operating segments.

Segment Revenue is measured in the same way as in the Statement of Profit and Loss.

Segment Assets and Liabilities are measured in the same way as in the Consolidated Financial Statements other than Deferred taxes & investment, which are considered as unallocated.

| Particulars | Jute Goods | Cables | Unallocable | Total |
|--|--------------------|-------------------|------------------|--------------------|
| Segment Revenue | 64,260.91 | 9,217.55 | - | 73,478.46 |
| | 64,640.15 | - | - | 64,640.15 |
| Revenue from Operations | 64,260.91 | 9,217.55 | - | 73,478.46 |
| | 64,640.15 | - | - | 64,640.15 |
| Total Segment Results before Interest and Tax | 3,920.51 | (1,776.13) | - | 2,144.38 |
| | 4,903.58 | (1,082.04) | - | 3,821.54 |
| Reconciliation to profit/(loss) for the year: | | | | |
| Add: Investment income | | | | 144.87 |
| | | | | 213.37 |
| Less: Finance cost | | | | 2,410.53 |
| | | | | 253.49 |
| Profit Before Tax | | | | (121.28) |
| | | | | 3,781.42 |
| Less: Tax expenses | | | | 1,213.42 |
| | | | | 1,346.25 |
| Profit for the year | | | | (1,334.70) |
| | | | | 2,435.17 |
| Segment Assets | 1,32,176.17 | 58,333.42 | - | 1,90,509.59 |
| | 1,07,381.43 | 25,367.05 | - | 1,32,748.48 |
| Reconciliation to Total Asset | | | | |
| Investment | - | - | 11,291.04 | 11,291.04 |
| | - | - | 14,239.08 | 14,239.08 |
| Total Assests | 1,32,176.17 | 58,333.42 | 11,291.04 | 2,01,800.63 |
| | 1,07,381.43 | 25,367.05 | 14,239.08 | 1,46,987.56 |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Jute Goods | Cables | Unallocable | Total |
|--|------------------|------------------|-----------------|------------------|
| Segment Liabilities | 43,576.38 | 43,535.91 | - | 87,112.29 |
| | 27,084.79 | 1,485.71 | - | 28,570.50 |
| Reconciliation to Total Liabilities | | | | |
| Deferred Tax Liabilities (net) | - | - | 6,344.48 | 6,344.48 |
| | - | - | 7,401.00 | 7,401.00 |
| Total Liabilities | 43,576.38 | 43,535.91 | 6,344.48 | 93,456.77 |
| | 27,084.79 | 1,485.71 | 7,401.00 | 35,971.50 |
| Net Capital Employed (Segment Assets - Segment Liabilities) | 88,599.79 | 14,797.51 | - | |
| | 80,296.64 | 23,881.34 | - | |
| Addition to non-current assets | 14,483.48 | 9,511.38 | - | 23,994.86 |
| | 10,917.69 | 4,813.06 | - | 15,730.75 |

Figures in italics represent comparative figures of previous year.

Geographical information

The company is domiciled in India, however also sells its products outside India. The geographical segments considered for disclosure are as under :

| Particulars | 31 March 2025 | | | 31 March 2024 | | |
|---|---------------|-----------------|-------------|---------------|-----------------|-------------|
| | Within India | Outside India # | Total | Within India | Outside India # | Total |
| Revenue | 55,018.33 | 18,460.13 | 73,478.46 | 49,050.57 | 15,589.58 | 64,640.15 |
| Non-current assets other than financial instruments * | 1,22,463.17 | - | 1,22,463.17 | 1,04,674.50 | - | 1,04,674.50 |

* Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, right of use assets, goodwill, other intangible assets, other non-current assets and non-current tax assets (net).

There are no single customer directly or indirectly from whom more than 10% of the revenue is derived .

The amount of revenue from outside India broken down by location of customer:

| Revenue from external customers | 31 March 2025 | 31 March 2024 |
|---------------------------------|------------------|------------------|
| Outside India: | | |
| Americas | 4,225.59 | 2,459.76 |
| Europe | 8,144.42 | 8,184.52 |
| Asia | 1,805.56 | 1,904.84 |
| Australia | 1,512.55 | 1,075.17 |
| Others | 2,772.01 | 1,965.29 |
| Total revenue | 18,460.13 | 15,589.58 |

Other profit and loss disclosures

Specified amounts included in the measure of segment profit or loss reviewed by the CODM:

| Particulars | Jute Goods | Cables | Unallocable | Total |
|--|------------|------------|-------------|------------|
| Other material expense items: | | | | |
| Cost of materials consumed | 33,759.76 | 7,116.64 | - | 40,876.40 |
| | 32,382.69 | - | - | 32,382.69 |
| Purchase of Stock in Trade | - | 3,944.23 | - | 3,944.23 |
| | - | - | - | - |
| Changes in inventories of finished goods, semi-finished goods and work-in-progress | (1,782.23) | (3,551.31) | - | (5,333.54) |
| | 297.71 | - | - | 297.71 |

Figures in italics represent comparative figures of previous year.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 36 Earnings per equity share

| Revenue from external customers | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| (I) Basic | | |
| a. Net profit after tax | (1,334.70) | 2,435.17 |
| b. (i) Number of equity shares at the beginning of the year | 1,09,43,260 | 1,09,43,260 |
| (ii) Number of equity shares at the end of the year | 1,09,43,260 | 1,09,43,260 |
| (iii) Weighted average number of equity shares outstanding during the year | 1,09,43,260 | 1,09,43,260 |
| c. Face value of equity share (₹) | 10.00 | 10.00 |
| d. Basic earning per share (₹) | (12.20) | 22.25 |
| (II) Diluted | | |
| a. Dilutive potential equity shares | - | - |
| b. Weighted average number of equity shares for computing diluted earnings per share | 1,09,43,260 | 1,09,43,260 |
| c. Diluted earning per share (₹) | (12.20) | 22.25 |

Note: 37 Related party transactions

a) Key Management Personnel

- Shri Hemant Bangur, Executive Chairman
- Shri S N Bhattacharya, Independent Non Executive Director
- Dr. Prabir Ray, Independent Non Executive Director
- Smt. Ishani Ray, Independent Non Executive Director
- Shri Rohit Bihani, Independent Non Executive Director
- Shri Yogendra Singh, Non Executive Director
- Shri D C Baheti, Managing Director (upto 13th September, 2024)

b) Post Retirement Plan

- Gloster Jute Mills Limited Employees Provident Fund
- Gloster Jute Mills Employees' Gratuity Fund
- Gloster Superannuation Fund

c) Transactions with related parties are as follows:

| Particulars | Year | Key Management Personnel | Gloster Jute Mills Ltd. Employees Provident Fund | Gloster Superannuation Fund |
|---|---------|--------------------------|--|-----------------------------|
| Transactions during the year | | | | |
| Dividend paid | 2024-25 | 150.46 | - | - |
| | 2023-24 | 150.46 | - | - |
| Contributions Paid | 2024-25 | - | 1,239.43 | - |
| | 2023-24 | - | 1,288.70 | 1.55 |
| Outstanding balances at year end | | | | |
| Commission payable | 2024-25 | 110.00 | - | - |
| | 2023-24 | 160.00 | - | - |
| Contribution Payable to Provident Fund | 2024-25 | - | 103.26 | - |
| | 2023-24 | - | 111.12 | - |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Key management personnel compensation | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| a. Short-term employee benefits | 341.78 | 522.62 |
| b. Post-employment benefits | 41.81 | 99.76 |
| c. Sitting fees | 7.50 | 7.10 |
| d. Commission to Non Executive Directors | 35.00 | 35.00 |
| | 426.09 | 664.48 |

Note:

(a) For contribution to Gloster Jute Employees Gratuity Fund please refer note no 27 (A) (ii) (a).

Terms and conditions of the transactions

All outstanding balances are unsecured.

Disclosure pursuant to section 186(4) of the Companies Act, 2013, regarding investments/loans made in subsidiaries/group companies and other investments are mentioned in the respective notes, refer note 5(a) , note 9(a) & 9(e).

All transactions are made in ordinary course of business and are done on arms length basis.

Note: 38 Contingent liabilities

| Particulars | 31 March 2025 | 31 March 2024 |
|---|---------------|---------------|
| Claims against the Company not acknowledged as debts | | |
| Sales tax matter | 135.69 | 135.69 |
| ESI matter | 50.31 | 50.31 |
| Other matter | 9.19 | - |

(i) The future cash outflow, if any, cannot be ascertained, pending resolution of the proceedings.

(ii) The group does not expect any reimbursement in respect of the above contingent liabilities.

(iii) The Hon'ble National Company Law Appellate Tribunal (NCLAT) vide Order dated 25th January 2024 has allowed the appeal of Gloster Cables Limited with respect to Trademark 'Gloster' (included in the total carrying value of Trademarks as at 31st March 2025 - ₹ 1,173.39 lakhs) of Fort Gloster Industries

Limited, a subsidiary of the Holding Company. This Trademark was held to be an asset of the subsidiary, vide Order dated 27th September 2019 of NCLT Kolkata Bench. The Holding Company has filed an appeal against the aforesaid NCLAT order before the Hon'ble Supreme Court of India, and vide Order dated 7th March 2024, the Hon'ble Supreme Court of India has stayed the operation of Order dated 25th January 2024 of NCLAT. Accordingly, no adjustments have been considered necessary in this regard.

Note: 39 Commitments

| Particulars | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| Estimated amounts of contracts remaining to be executed on capital account and not provided for property, plant and equipment and other commitment (refer Note 46) | 27,660.81 | 11,187.01 |
| Uncalled Capital Commitment towards investments | 265.00 | 450.00 |

Note : 40 Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt

| Particulars | 31 March 2025 | 31 March 2024 |
|-------------------------|--------------------|--------------------|
| Cash & cash Equivalents | 2,254.55 | 763.94 |
| Non-current borrowings | (34,923.33) | (11,893.22) |
| Current borrowings | (21,822.85) | (6,465.02) |
| Lease Liabilities | (1,200.50) | (996.47) |
| Total | (55,692.13) | (18,590.77) |

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Other assets | Liabilities from financing activities | | | Total |
|---|---------------------------|---------------------------------------|--------------------|-------------------|--------------------|
| | Cash and cash equivalents | Non-current borrowings | Current borrowings | Lease Liabilities | |
| Net debt as at 01 April 2024 | 763.94 | (11,893.22) | (6,465.02) | (996.47) | (18,590.77) |
| Cash flows | 1,490.61 | 540.09 | (14,391.70) | | (12,361.00) |
| Classification to current portion | | 1,209.76 | (1,209.76) | | - |
| Additions during the year | | (24,536.33) | - | (191.12) | (24,727.45) |
| Principal Repayment of Lease including interest | | | | 88.44 | 88.44 |
| Interest expense | - | (1,211.43) | (866.72) | (101.35) | (2,179.50) |
| Interest paid | - | 906.83 | 994.77 | | 1,901.60 |
| Other borrowing Cost paid | - | 53.78 | 51.00 | | 104.78 |
| Interest accrued but not due on borrowings | | 7.19 | 64.58 | | 71.77 |
| Net debt as at 31 March 2025 | 2,254.55 | (34,923.33) | (21,822.85) | (1,200.50) | (55,692.13) |
| Net debt as at 01 April 2023 | 983.08 | (4,686.23) | (2,635.64) | - | (6,338.79) |
| Cash flows | (219.14) | (7,253.27) | (3,783.10) | | (11,255.51) |
| Classification to current portion | | 46.28 | (46.28) | | - |
| Additions during the year | | | | (1,048.01) | (1,048.01) |
| Principal Repayment of Lease including interest | | | | 79.80 | 79.80 |
| Interest expense | - | (22.91) | (202.06) | (28.26) | (253.23) |
| Interest paid | - | 22.91 | 173.85 | | 196.76 |
| Other borrowing Cost paid | - | - | 14.94 | | 14.94 |
| Interest accrued but not due on borrowings | | | 13.27 | | 13.27 |
| Net debt as at 31 March 2024 | 763.94 | (11,893.22) | (6,465.02) | (996.47) | (18,590.77) |

Note: 41 Dues to micro and small enterprises

The Group has certain dues to Suppliers registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are:

| Sl. no. | Particulars | 31 March 2025 | 31 March 2024 |
|---------|--|---------------|---------------|
| (a) | (i) The principal amount remaining unpaid to any supplier as at the end of the accounting year | 605.85 | 29.92 |
| | (ii) The interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 3.53 | - |
| (b) | The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| (c) | The amount of interest due and payable for the period of delay in making payment (which has 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; | 21.76 | 0.11 |
| (d) | The amount of interest accrued and remaining unpaid at the end of the year | 29.13 | 3.84 |
| (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. | - | - |

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small & Medium" enterprises on the basis of information available with the Group.

Notes to the Consolidated Financial Statements

Note: 42 Statement providing additional information, as required under Schedule III to the Companies Act, 2013, of enterprises considered for preparation of the Consolidated Financial Statements . (All amounts in ₹ Lakhs, unless otherwise stated)

| Name of the Entity | 31 March 2025 | | 31 March 2024 | | 31 March 2025 | | 31 March 2024 | | 31 March 2025 | | 31 March 2024 | | 31 March 2025 | | 31 March 2024 | |
|---------------------------------|--------------------|-----------------------------------|--------------------|-----------------------------------|-------------------|----------------------|-----------------|----------------------|----------------------------|--------------------------------------|----------------------------|--------------------------------------|----------------------------|--------------------------------------|----------------------------|--------------------------------------|
| | Net Assets | As a % of Consolidated Net Assets | Net Assets | As a % of Consolidated Net Assets | Net Profit | As a % of Net Profit | Net Profit | As a % of Net Profit | Other Comprehensive Income | As a % of Other Comprehensive Income | Other Comprehensive Income | As a % of Other Comprehensive Income | Total Comprehensive Income | As a % of Total Comprehensive Income | Total Comprehensive Income | As a % of Total Comprehensive Income |
| Parent | | | | | | | | | | | | | | | | |
| Gloster Limited | 1,17,254.16 | 76.67 | 1,14,250.72 | 83.60 | 4,373.17 | (873.64) | 4,407.78 | 121.53 | 818.92 | 96.22 | 2,857.87 | 99.47 | 5,192.09 | 1,481.08 | 7,265.65 | 111.78 |
| Subsidiaries | | | | | | | | | | | | | | | | |
| Gloster Lifestyle Limited | 1,012.38 | 0.66 | 950.21 | 0.70 | 42.97 | (8.58) | 46.48 | 1.28 | 19.20 | 2.26 | 4.66 | 0.16 | 62.17 | 17.73 | 51.14 | 0.79 |
| Gloster Specialities Limited | 974.28 | 0.64 | 917.55 | 0.67 | 37.54 | (7.50) | 40.40 | 1.11 | 19.19 | 2.25 | 4.66 | 0.16 | 56.73 | 16.18 | 45.06 | 0.69 |
| Gloster Nuvo Limited | 13,385.14 | 8.75 | 6,201.13 | 4.54 | (1,695.95) | 338.80 | (116.14) | (3.20) | (0.07) | (0.01) | (0.07) | - | (1,696.02) | (483.80) | (116.21) | (1.79) |
| Network Industries Limited | 4,437.46 | 2.90 | 4,112.25 | 3.01 | 325.21 | (64.97) | 185.09 | 5.10 | - | - | - | - | 325.21 | 92.77 | 185.09 | 2.85 |
| Fort Gloster Industries Limited | 15,878.44 | 10.38 | 10,218.06 | 7.48 | (3,583.51) | 715.89 | (936.62) | (25.82) | (6.11) | (0.72) | 6.02 | 0.21 | (3,589.62) | (1,023.97) | (930.60) | (14.32) |
| TOTAL | 1,52,941.86 | 100.00 | 1,36,649.92 | 100.00 | (500.57) | 100.00 | 3,626.99 | 100.00 | 851.13 | 100.00 | 2,873.14 | 100.00 | 350.56 | 99.99 | 6,500.13 | 100.00 |
| Adjustment due to Consolidation | (44,598.00) | | (25,633.86) | | (834.13) | | (1,191.82) | | - | | - | | (834.13) | | (1,191.82) | |
| Total (Net) | 1,08,343.86 | | 1,11,016.06 | | (1,334.70) | | 2,435.17 | | 851.13 | | 2,873.14 | | (483.57) | | 5,308.31 | |

(a) All entities specified above have been incorporated in India.

(b) The Net Asset position / Net Profit of the Company considered above is after considering elimination if any, for determining the Profit for the Year in the Consolidated Statement of Profit and Loss.

Note: 43

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on November 13, 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 44 Lease

The Group as a Lessee

(a) The Group has entered into three lease agreements as below:

Lease agreement for a term of five years commencing from 01 April 2023 for Office Building situated at 21 Strand Road, Kolkata - 700 001 with M/s. Oriental Company Limited. The lease payments are on fixed rental basis without any incremental clause with an option to renew at the end of lease period.

Lease agreement for a term of thirty years commencing from 01 March 2024 for land measuring about 21,807.388 Sq.mtr situated at Budge Budge, West Bengal with Syama Prasad Mookerjee Port. The lease payments are on fixed rental basis along with an escalation of 5% every year without any option of renewal.

Lease agreement for a term of thirty years commencing from 01 April 2024 for land measuring about 6,549.372 Sq.mtr situated at Budge Budge, West Bengal with Syama Prasad Mookerjee Port. The lease payments are on fixed rental basis along with an escalation of 5% every year without any option of renewal.

Lease agreement for a term of 6 years commencing from 04th september 2023 for office situated at Diamond Heritage, W.B with Ms. Priyanka Goyal. The lease payment are on fixed rental basis along with an incremental clause every three years with an option to renew at the end of lease period.

The Company has certain lease premises with lease term of 12 months or less . The Company applies short-term recognition exemption for these leases.

(b) Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|----------------------------|----------------------------|----------------------------|
| Right-of-use assets | | |
| Land | 1,084.92 | 891.09 |
| Building | 256.55 | 335.80 |
| Total | 1,341.47 | 1,226.89 |
| Particulars | As at 31 March 2025 | As at 31 March 2024 |
| Lease Liabilities | | |
| Current | 126.70 | 115.08 |
| Non Current | 1,073.80 | 881.39 |
| Total | 1,200.50 | 996.47 |

(c) Following are the changes in carrying value of right-of-use assets:

| Particulars | Right-of-Use Land | Right-of-Use Building | Total Right-of-Use Assets |
|---|-------------------|-----------------------|---------------------------|
| Balance as at 1 April 2024 (At cost) | 898.10 | 410.05 | 1,308.15 |
| Additions during the year | 232.50 | - | 232.50 |
| Terminations during the year | - | - | - |
| Balance as at 31 March 2025 (At cost) | 1,130.60 | 410.05 | 1,540.65 |
| Accumulated depreciation as at 1 April 2024 | 7.01 | 74.25 | 81.26 |
| Charge for the year | 38.67 | 79.25 | 117.92 |
| Terminations during the year | - | - | - |
| Accumulated depreciation as at 31 March 2025 | 45.68 | 153.50 | 199.18 |
| Carrying amount balance as at 31 March 2025 | 1,084.92 | 256.55 | 1,341.47 |

Note:

ROU assets include cost of ₹ 42.67 Lakhs (31 March 2024 : ₹ 42.67 Lakhs) pertains to initial expenses incurred and paid by one of the subsidiary "Gloster Nuvo Limited" with respect to lease transaction entered with another subsidiary "Network Industries Limited."

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

| Particulars | Right-of-Use Land | Right-of-Use Building | Total Right-of-Use Assets |
|--|-------------------|-----------------------|---------------------------|
| Balance as at 1 April 2023 (At cost) | 42.67 | - | 42.67 |
| Additions during the year | 855.43 | 410.05 | 1,265.48 |
| Terminations during the year | - | - | - |
| Balance as at 31 March 2024 (At cost) | 898.10 | 410.05 | 1,308.15 |
| Accumulated depreciation as at 1 April 2023 | 3.13 | - | 3.13 |
| Charge for the year | 3.88 | 74.25 | 78.13 |
| Terminations during the year | - | - | - |
| Accumulated depreciation as at 31 March 2024 | 7.01 | 74.25 | 81.26 |
| Carrying amount Balance as at 31 March 2024 | 891.09 | 335.80 | 1,226.89 |

(d) Following are the changes in carrying value of Lease Liabilities:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--------------------------------|---------------------|---------------------|
| Opening Balance | 996.47 | - |
| Additions during the year | 191.12 | 1,048.01 |
| Finance costs during the year | 101.35 | 28.26 |
| Lease payments during the year | (88.44) | (79.80) |
| Closing Balance | 1,200.50 | 996.47 |

(e) Amounts recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---------------------|---------------------|
| Depreciation charge of right-of-use assets (refer note 29) | 117.92 | 78.13 |
| Interest expense (refer note 28) | 101.35 | 28.26 |
| Expenses relating to short-term leases and leases of low-value assets (refer note 30) | 111.99 | 32.98 |
| Total | 331.27 | 139.38 |

(f) The Group had a total cash outflow of ₹ 88.44 Lakhs for leases for the year ended 31 March 2025 (31 March 2024 - ₹ 79.80 Lakhs)

(g) Extension and Termination Option- Extension and termination options are included in the Company's lease contracts. These are used to maximise operational flexibility in terms of margin, the asset used in the Company's operations and accordingly extension and termination options are considered for determining the lease term.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs, unless otherwise stated)

Note: 45

The Board of Directors of the Parent Company had at its meeting held on 13th November, 2024, approved the Scheme of amalgamation of Gloster Lifestyle Limited and Gloster Specialities Limited ('Transferor Companies') both wholly owned subsidiaries of the Holding Company with the Holding Company ('Transferee Company'), subject to necessary approvals.

Note: 46

One subsidiary company namely "Fort Gloster Industries Limited" has entered into an agreement with a customer for supply of goods and provision of services and considering the revenue recognition principles under Ind AS 115, no revenue (except for a non-significant transaction) have been recognized for the year ended March 31, 2025. The Company has received customer advances of ₹ 13,300 lakhs under the said contract and paid vendor advances of ₹ 6,800 lakhs which are appearing as a liability and an asset respectively. Further, the Company has a commitment as at March 31, 2025 to provide Bank Guarantee amounting to ₹ 16,610 lakhs which is included under note Commitments.

Note: 47

Additional regulatory information required by schedule III

- (i) No proceedings have been initiated on or are pending against the group for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) [formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)] and Rules made thereunder.
- (ii) The group has been sanctioned working capital limit in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The parent company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of accounts. Further, the returns for the quarter ended March 31, 2025 would be appropriately filed by the parent company within the extended due date.
- (iii) The group has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (iv) The group has no transactions with the companies struck off under the Companies Act, 2013 or Companies Act, 1956.

- (v) The group has complied with the number of layers as prescribed in section 2(89) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.
- (vi) The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. Also refer note 45.
- (vii) I. The group has not advanced or loaned or invested funds to any other person or entity, including foreign entity (Intermediaries) with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
 II. The group has not received any fund from any person or entity, including foreign entity (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (viii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix) The group has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (x) The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (xi) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

Rohit Bihani (DIN: 00179927)
Director

S. N. Bhattacharya (DIN: 06758088)
Director

Notes to the Consolidated Financial Statements

Form AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

(₹ in Lakhs)

| Sl. No. | | 1 | 2 | 3 | 4 | 5 |
|---------|---|---------------------------|------------------------------|----------------------------|--------------------------|---------------------------------|
| 1 | Name of the subsidiary | Gloster Lifestyle Limited | Gloster Specialities Limited | Network Industries Limited | Gloster Nuvo Limited | Fort Gloster Industries Limited |
| 2 | The date since when subsidiary was acquired | 23.02.2011 | 23.02.2011 | 04.07.2019 | 27.01.2020 | 05.08.2020 |
| 3 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Uniform reporting period | Uniform reporting period | Uniform reporting period | Uniform reporting period | Uniform reporting period |
| 4 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| 5 | Share Capital | 400.00 | 400.00 | 3,699.00 | 15,480.00 | 21,691.00 |
| 6 | Reserves and Surplus | 612.38 | 574.28 | 738.46 | (2,019.63) | (5,812.56) |
| 7 | Total Assets | 1,016.94 | 974.91 | 4,758.12 | 37,515.98 | 59,467.75 |
| 8 | Total Liabilities | 1,016.94 | 974.91 | 4,758.12 | 37,515.98 | 59,467.75 |
| 9 | Investments | - | 92.10 | - | - | - |
| 10 | Turnover | - | - | - | 5,217.35 | 9,261.43 |
| 11 | Profit before Taxation | 57.42 | 50.17 | 184.59 | (1,620.72) | (1,237.14) |
| 12 | Provision for Taxation | 14.45 | 12.63 | (140.62) | - | (300.52) |
| 13 | Other Comprehensive Income/ (loss) | 19.20 | 19.19 | - | (0.07) | 6.02 |
| 14 | Profit after Taxation | 62.17 | 56.73 | 325.21 | (1,620.79) | (930.60) |
| 15 | Proposed Dividend | Nil | Nil | Nil | Nil | Nil |
| 16 | % of shareholding | 100% | 100% | 100% | 100% | 100% |

1 Names of subsidiaries which are yet to commence operations :

: None

2 Names of subsidiaries which have been liquidated or sold during the year :

: None

Part "B" : Associates and Joint Ventures

: Not Applicable

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration No. 304026E/E-300009

Pravin Rajani
Partner
Membership No. 127460

Place : Kolkata
Dated: 29th May, 2025

Ajay Kumar Agarwal
Chief Financial Officer

Ayan Datta
Company Secretary

For & on behalf of the Board Of Directors

Hemant Bangur (DIN: 00040903)
Executive Chairman

Ishani Ray (DIN: 08800793)
Director

Yogendra Singh (DIN: 10229584)
Director

Prabir Ray (DIN: 00698779)
Director

Rohit Bihani (DIN: 00179927)
Director

S. N. Bhattacharya (DIN: 06758088)
Director



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