



SNL BEARINGS LIMITED



45th
ANNUAL REPORT
2024-25

**BOARD OF DIRECTORS**

Ms. Harshbeena Zaveri, Chairman (DIN: 00003948)
Mr. Satish Rangani, Non-Executive - Non Independent Director (DIN: 00209069)
Mr. Arvinder Singh Kohli, Non-Executive - Non Independent Director (DIN: 08135020)
Mr. Claude Alex D'Gama Rose, Independent Director (DIN: 01494440)
Mr. Kaiyomarz Minoo Marfatia, Independent Director (DIN: 03449627)
Ms. Reshmi Panicker, Independent Director (DIN: 05178086)

CHIEF OPERATING OFFICER

Mr. Lalit Pandey (ceased w.e.f 02.06.2025)
Mr. Surya Prakash (appointed w.e.f. 16.06.2025)

CHIEF FINANCIAL OFFICER

Mr. Ram Narayan Sahu

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Pooja Jeswani - Company Secretary & Compliance Officer (ceased w.e.f 06.05.2025)
Ms. Pooja Ponda - Company Secretary & Compliance Officer (appointed w.e.f. 16.06.2025)

BANKERS

Yes Bank
State Bank of India

AUDITORS

M/s. Walker Chandiok & Co LLP Chartered Accountants
11th Floor, Tower II, One International Centre,
Senapati Bapat Marg, Prabhadevi (W), Mumbai 400 013

REGISTERED OFFICE

Dhannur, 15, Sir. P. M. Road, Fort, Mumbai 400 001
Phone: 022 – 22663698
CIN: L99999MH1979PLC134191

FACTORY

Ratu Road, Ranchi - 834 001

WEBSITE

Website: www.snlbearings.in

E-MAIL

investorcare@snlbearings.in

REGISTRAR & SHARE TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
C-101, Embassy 247, LBS.Marg, Vikhroli (West), Mumbai 400083.
Contact Number: 022 4918 6000
Email: rnt.helpdesk@in.mpms.mufg.com
Website: <https://in.mpms.mufg.com/>

**CONTENTS**

Particulars	Page No.
Notice of Annual General Meeting	1
Board's Report	14
Management Discussion and Analysis Report	22
Corporate Governance Report	38
Independent Auditor's Report	65
Balance Sheet as at March 31, 2025	78
Statement of Profit and loss account as at March 31, 2025	79
Cash Flow Statement for the year ended March 31, 2025	80
Statement of Changes in Equity for the year ended March 31, 2025	82
Notes forming part of the financial statements	83

**NOTICE OF ANNUAL GENERAL MEETING**

To,
The Members,
SNL BEARINGS LIMITED

Notice is hereby given that the 45th (Forty Fifth) Annual General Meeting ("AGM") of the Members of SNL Bearings Limited ("the Company") will be held on Thursday, September 11, 2025 at 12:00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon.
2. To declare Final dividend on Equity Shares for the financial year ended March 31, 2025.
3. To appoint a Director in place of Ms. Harshbeena Zaveri (DIN. 00003948) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To appoint M/s. Upendra Shukla & Associates, as Secretarial auditors of the Company for a term of 5 years.**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100), as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors
For SNL Bearings Limited

Place: Mumbai
Date: April 27, 2025

Satish Rangani
Director
DIN: 00209069

Registered Office: Dhannur, 15, Sir P.M. Road, Fort, Mumbai 400 001
CIN: L99999MH1979PLC134191

Tel: 022-22663698, **Email:** investorcare@snlbearings.in **Website:** www.snlbearings.in

**Notes:**

1. In compliance with the provisions of the Companies Act, 2013 (“Act”) read with rules/circulars thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars thereunder, the Annual General Meeting (“Meeting”) of the Company is being held through Video Conferencing (“VC”) facility, without the physical presence of the shareholders at a common venue. The registered office of the Company shall be deemed to be the place of the Meeting for the purpose of recording of the minutes of the proceedings of the Meeting.
2. In compliance with provisions of the Act read with rules/circulars thereunder and the provisions of SEBI Listing Regulations read with circulars issued thereunder, the Company is providing to the shareholders the facility to exercise their right to vote at the Meeting by electronic means, i.e. remote e-voting and e-voting during the Meeting **(together referred to as “e-voting”)**.
3. The attendance of the shareholders attending the Meeting through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. **Since this Meeting is being held through VC pursuant to the circulars issued by the Ministry of Corporate Affairs (“MCA”), physical attendance of shareholders has been dispensed with. Accordingly, the facility for the appointment of proxies by the shareholders will not be available for the Meeting. Further, the Route Map of Meeting, Proxy Form and Attendance Slip are not annexed hereto. However, Body Corporates / Institutional shareholders are entitled to appoint authorised representatives to attend the Meeting through VC and cast their votes by electronic means.**
5. In compliance with the MCA circulars and SEBI circulars, the Notice of the Meeting along with the Annual Report for FY 2024-25 is being sent, through electronic mode, to those equity shareholders **(as on Friday, August 08, 2025)** whose e-mail addresses are registered with the Registrar and Transfer Agent / Depositories. For shareholders who have not registered their email addresses with the Company / RTA / Depository Participant, a letter containing the weblink, exact navigation path and other details to access the full Annual Report is being sent. The Shareholders whose email is not registered with the RTA, may register the same by Clicking on link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html. The shareholders may note that the Notice and Annual Report for FY 2024-25 will also be made available on the Company’s website www.snlbearings.in, website of the Stock Exchange, that is, BSE Limited at www.bseindia.com. The Notice of the Meeting will also be made available on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com, being the agency appointed by the Company for providing VC facility and e-voting facility for the Meeting. Any shareholder desirous of receiving the hard copy of the same may send a request to the Company at 45thagm@snl.co.in.
6. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the relevant resolution of this Notice is annexed herewith and the same should be taken as part of this Notice.
7. The relevant details with respect to the Director retiring by rotation at the Meeting as set out at Item No. 3 of the Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) are given in **Annexure A** to the Notice.
8. The Board of Directors in their meeting held on April 27, 2025 had recommended Final Dividend of Rs. 8.00 per equity share (face value of Rs. 10 each) i.e. 80% on the paid up equity share capital for the FY 2024-25 for declaration by the members.
9. The Register of Members of the Company and Transfer Books thereof will be closed from Friday, September 05, 2025 to Thursday, September 11, 2025 (both days inclusive).



10. The Members whose names appear in the Register of Members of the Company on Thursday, September 04, 2025, shall be entitled to participate in remote e-voting / e-voting at the AGM.
11. The dividend after declaration, will be paid to those Members whose names appear in the Register of Members of the Company on Thursday, September 04, 2025, and to the Members holding shares in demat form whose names appear in the Register of Members beneficiary position with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Thursday, September 04, 2025 (Record Date).
12. Members are requested to lodge change of address communication, mandates (if any) and are requested to register their email ids with the Company's Registrar and Share Transfer Agents (RTA) MUFG Intime India Private Limited (Change in Name to MUFG Intime India Private Limited from erstwhile Link Intime India Private Limited) situated at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai 400083 or email at rnt.helpdesk@in.mpms.mufig.com.
13. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on the Final Dividend for the financial year ended March 31, 2025 is being sent separately to the Members.
14. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents will be made available for inspection electronically by the shareholders. Shareholders seeking to inspect such documents can send an email to 45thagm@snlbearings.in.
15. E-voting facility for all Members has been provided through the e-voting platform of CDSL and the Company has appointed Mr. Upendra Shukla, Practicing Company Secretary (Membership No. FCS 2727 | FRN: S2024MH963100), as Scrutinizer for the e-voting process.
16. The Scrutinizer, after the conclusion of e-voting at the Meeting, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting and make a Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the Scrutinizer's Report, will be placed on the website of the Company at www.snlbearings.in and on the website of CDSL at www.evotingindia.com. The result along with the Scrutinizer's Report will simultaneously be communicated to the Stock Exchange and displayed at the Registered Office of the Company.
17. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 11, 2025.
18. The details of unpaid/unclaimed dividends are uploaded on the website of the Company at www.snlbearings.in. The shareholders are requested to note that the dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, along with the underlying shares, will be transferred to the Investor Education and Protection Fund (IEPF). The shareholders whose shares/dividend amounts are lying in IEPF can claim the same from the IEPF Authority by making an application in Form IEPF-5 online on the website <https://www.iepf.gov.in> and by complying with the requisite procedure. To know in detail about the procedure for claiming such dividend/shares, please contact the Company's RTA at rnt.helpdesk@in.mpms.mufig.com or write a letter to RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Unit: SNL Bearings Limited at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
19. In terms of SEBI Listing Regulations, transfer of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI has also mandated that listed companies shall, while



processing investor service requests pertaining to issue of duplicate share certificate, claim from Un-claimed Suspense Account, renewal/ exchange of share certificate, endorsement, sub-division / splitting / consolidation of share certificates, transmission, transposition, etc. issue securities only in demat mode. In view of this as also to eliminate all risks associated with physical shares and to get inherent benefits of dematerialization, shareholders holding shares in physical form are advised to avail of the facility of dematerialization.

20. The shareholders holding shares in physical mode are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Unit: SNL bearings Limited at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. The relevant forms prescribed by SEBI for furnishing the above details are available on the Company's website at www.snlbearings.in as well as on RTA's website at <https://in.mpms.mufig.com/>. For any clarifications / queries with respect to the submission of abovementioned forms, the shareholders may contact the RTA at (022) 4918 6000 or by email on rnt.helpdesk@in.mpms.mufig.com
21. The shareholders holding shares in dematerialized mode, are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the relevant Depository Participant (DP).
22. SEBI vide its Circular dated 31st July, 2023 issued guidelines for shareholders to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.
23. Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97 dated July 02, 2025, a special window has been opened for re-lodgement of transfer requests for physical shares that were originally lodged prior to April 01, 2019, and were rejected/returned/not attended to due to deficiencies. This window will remain open from July 07, 2025, to January 06, 2026. During this period, eligible shareholders may re-lodge such shares for transfer. Please note that such transfers will be processed only in dematerialized mode only. Shareholders are encouraged to take advantage of this opportunity and reach out to the Company's RTA for further assistance.
24. Shareholders are requested to first take up their grievance, if any, with RTA of the Company at their email address at rnt.helpdesk@in.mpms.mufig.com. Alternatively, the investor may also lodge their grievance/complaint/dispute with the Company at investorcare@snlbearings.in. If the grievance is not redressed satisfactorily, the shareholder may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the shareholder is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. It may be noted that the dispute resolution through the ODR Portal can be initiated only if such grievance / complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian law. The shareholder can directly initiate dispute resolution through the ODR Portal without having to go through SCORES portal, if the grievance/complaint/dispute lodged with the RTA/Company was not satisfactorily resolved.
25. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, September 04, 2025 (**cut-off date**) shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.
26. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date should follow the same procedure of e-Voting as mentioned below.



27. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
28. 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 the relevant MCA Circulars, 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 CDSL for facilitating voting through electronic means, as the authorized e-voting 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.
29. 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 atleast 1000 Members on a first come first served basis. This will not include large Shareholders (Members 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 the first come first served basis.
30. The Notice calling the AGM has been uploaded on the website of the Company at www.snlbearings.in and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. 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.

INSTRUCTIONS FOR MEMBERS 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 Monday, September 08, 2025, 09:00 a.m. and ends on Wednesday, September 10, 2025, 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 04, 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.

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

Pursuant to the above-said 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	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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	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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

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

- (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 the relevant <Company Name> on which you choose to vote.
- (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.
There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcare@snlbearings.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at 45thagm@snlbearings.in. 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 45thagm@snlbearings.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO 4**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on April 27, 2025 have appointed M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company.

While recommending M/s. Upendra Shukla & Associates for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing large companies, valued various factors, including the their capability to handle a diverse and complex business environment, his existing experience in the various business segments, the clientele it serves, and his technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s. Upendra Shukla & Associates, are as under:

Profile:

M/s. Upendra Shukla & Associates, (Firm Registration Number: S2024MH963100), a Secretarial Audit Firm, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Securities law including Corporate Governance, CSR, Capital markets, RBI, etc. Mr. Upendra Shukla, PCS, has about 35 years' experience in this field. The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

Terms of appointment:

M/s. Upendra Shukla & Associates, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30.

The proposed fees payable to M/s. Upendra Shukla & Associates, is Rs.75,000/- plus GST for the FY 2025-26. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

The Board of Directors recommends the said resolution, as set out in item 4 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.



As required by SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the statement below gives the relevant details of the Directors being re-appointed as per the accompanying Notice.

Name of Director	Ms. Harshbeena Zaveri
DIN	00003948
Date of Birth	March 01, 1960
Nationality	Indian
Date of appointment on Board	31.7.2000
Brief Resume and Expertise in specific functional areas	Refer to paragraph below
Shareholding in the Company as on March 31, 2025	34,011 equity shares (0.94% of the equity share capital)
List of Directorships held in other Public Companies in last three years	NRB Bearings Limited
Qualification	She graduated with freshman distinction and as a Wellesley Scholar (magna cum laude) with honors' from Wellesley College.
Terms and Conditions of Appointment/Re-appointment	As per details provided in the Resolution and Explanatory statement
Names of listed entities from which the person has resigned in the past three years	National Peroxide Limited
Number of Meetings of the Board attended during the year (F.Y. 2024-25)	Four (4) Board meetings attended during the FY 2024-25
Details of remuneration last drawn in 2024-25	Refer Corporate Governance Report for the year 2024-2025
Memberships/ Chairmanships of Audit and Stakeholders Relationship Committees across public companies	NRB Bearings Limited: Audit Committee – Member Stakeholder's Relationship Committee - Member SNL Bearings Limited: Stakeholder's Relationship Committee – Member Audit Committee – Member
Disclosure of relationships with Directors, managers and other key managerial personnels inter se	None

Brief Resume, Experience and Expertise in specific functional areas for Ms. Harshbeena Zaveri:

Ms. Harshbeena Zaveri has been in the position of Managing Director since 1 October, 2010 and played a pivotal role in the Company's growth, technological advancement and global expansion. Under her leadership NRB set up a premier R&D and Innovation centres for next generation friction solutions, enabling- NRB's selection by Forbes as one of Asia's Best 200 companies under US \$ 1 Billion. Her complete attention on culture building and branding led NRB to be recognized as "Most Preferred Workplace" (Manufacturing) for the 3rd consecutive year and BEST BRAND AWARD at ET Now conclave 2024. Her relentless focus on exports has resulted in NRB receiving the "Star Performer – Other Industrial" Award for Export Excellence 2021-22 by EEPC India.

Ms. Zaveri has consistently been ranked Fortune India's "50 Most Powerful Women" list for over a decade and has been part of other prestigious publications such as Forbes, India Today, and Business India. She has been honored by Economic Times as one of the 'Most Promising Asian Business Leader' and received the Economic



Times 'Game Changers of India' Award from the Deputy Major of London.

Ms. Zaveri was part of the high-level delegation accompanying former President of India, Pranab Mukherjee's mission to Sweden for participating in bilateral discussions. She is on the Governing Council of Indo- French, the Indo- German and American Chamber of Commerce. She is an Executive Committee member of the Automotive Components Manufacturers Association (ACMA), CII Western Region Council and Maharashtra State council.

Mrs. Zaveri is deeply committed to youth empowerment through education and has been invited to speak by prominent Universities, including the Indian Institute of Technology, Mumbai and IIT, Kharagpur, and the Johnson School of Business, Cornell University and IMD.

Place: Place: Mumbai

Date: April 27, 2025

**By Order of the Board of Directors
For SNL Bearings Limited**

**Satish Rangani
Director, DIN: 00209069**



BOARD'S REPORT

To,
The Members
SNL Bearings Limited

Your Directors have pleasure in presenting their Forty Fifth Annual Report together with Audited Financial Statements for the year ended March 31, 2025.

1. Financial Results

(₹ in lakhs)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Revenue from operations (Net)	5,119	4,769
Profit before tax	1,414	1,073
Provision for taxation:		
Current tax (net)	360	248
Deferred tax	(32)	29
In respect of earlier years	-	14
Profit after taxation	1,086	782
Add: Balance brought forward	4,591	4,043
Add: Other Comprehensive Income for the year	(1)	1
Total	5,676	4,826
Appropriation:		
Dividend	253	235
Any other adjustment	-	-
Profit & Loss Account	5,423	4,591
Total	5,676	4,826

2. Dividend

Based on the Company's performance, the Board of Directors in their meeting held on April 27, 2025 recommended a final dividend of Rs. 8.00/- per equity share (i.e. 80%) of face value of Rs. 10/- each involving an outgo of Rs. 288.92 Lakhs for the FY 2024-25, subject to approval of the Members at the ensuing Annual General Meeting.

Your Directors have proposed not to transfer any sums to the General Reserve.

3. State of Company's Affairs, Operations & Future Outlook

Your Board is pleased to report that

- Full-year revenue for FY 24-25 reached Rs. 5,119 lakhs (growth of 7.33%)
- Profits after tax came in at Rs.1086 lakhs (growth of 39%) as compared to last year

Importantly, we ended the fiscal year in a stronger position than at the beginning. We are actively taking steps to mitigate the impact of rising material and other costs. Moving forward, we are confident that with the long term outlook for the mobility industry remaining positive, the auto component industry is also positioned for growth in the coming years. Your company is also expected to benefit from the growth in



the coming years and its financial performance should continue to grow.

Future Outlook

The future outlook for the automobile industry in India is poised for significant transformation driven by several key factors. With an increasing focus on sustainability and environmental concerns, the adoption of electric vehicles (EVs) is expected to rise, fueled by government incentives and technological advancements. Indian automakers are investing in the integration of advanced technologies to enhance vehicle safety, efficiency, and user experience. However, challenges such as stringent regulatory requirements, infrastructure development, and supply chain resilience remain critical considerations for industry stakeholders. Nonetheless, the Indian automobile industry is positioned for growth and global competitiveness in the coming years.

EV sales, though currently slower than projected, are expected to exceed 30% of total vehicle sales by 2030, driven by concerns about climate change, government incentives, and falling battery costs. Overall, the future of the automobile industry is likely to be characterized by innovation, disruption, and a focus on sustainability and environmental concerns. Companies like ours, are striving to embrace new technologies and are adopting these changes, as new technologies have the potential to create new opportunities. The need for personal mobility is not going away, keeping the long-term outlook for the automobile industry positive.

4. Finance

Rating of your Company has been reaffirmed as 'CRISIL A1' for the short-term bank facilities and 'CRISIL A Stable' for the Company's long-term facilities. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters are continuously monitored.

a. Public Deposits

During the year, the Company has not accepted any deposits from the public/ Members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. As on March 31, 2025, there are no fixed deposits with the Company.

b. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not advanced any loans, given guarantees, only certain investments of temporary surplus funds in the units of Mutual Funds and Fixed Deposits of NBFCs have been made with the Board's approval.

During the year under review the Company has not provided any loans or advances to firms/ Companies in which Directors are interested.

5. Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 and the Articles of Association of the Company, Ms. Harshbeena Zaveri (DIN: 00003948) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment.

All 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are not debarred or disqualified from being appointed as Director of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The composition of the Board duly meets the criteria stipulated in Section 152 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Key Managerial Personnel

Pursuant to the provisions of Sections 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the following are the Key Managerial Personnel:



Mr. Lalit Pandey	-	Chief Executive Officer
Mr. Ram Narayan Sahu	-	Chief Financial Officer
Ms. Pooja Jeswani	-	Company Secretary

Board Evaluation

For FY 2024-25, the Board has carried out an annual performance evaluation for itself and that of its Committees and individual directors, using various performance evaluation criteria in the forms circulated to and filled in by the directors. The feedback has been shared and discussed. The Independent Directors have met separately on March 25, 2025, and they have conveyed to the Chairperson of the Board, their satisfaction with the working of the Board.

Familiarization Programme for Independent Directors

In order to familiarize the Independent Directors with the business, the Company makes a presentation covering nature and scope of business, nature of industry in which Company operates, profitability and future scope. At meetings regular updates are given to the Board, by the Company's senior management in areas of operations, industry and regulatory trends, competition and future outlook. The familiarization programme is posted on the website of the Company at www.snlbearings.in.

Remuneration Policy

The Board, upon recommendation from the Nomination & Remuneration Committee, has established a policy governing the selection and appointment of Directors, senior management, and the determination of their compensation. This policy aims to achieve a blend of fixed and performance-based pay for Directors, Key Management Personnel (KMPs), and Senior Management, aligning with short and long-term performance objectives relevant to the Company's operations. The detailed remuneration policy can be accessed on the Company's website at www.snlbearings.in.

Details of remuneration paid to Directors, KMP and the Independent Directors forms part of the Corporate Governance Report attached to this Report.

Meetings

During the year 4 (four) Board meetings were convened and held (details in Corporate Governance Report) and the gap between any 2 (two) consecutive meetings did not exceed 120 days. The date for the next meeting is fixed in advance at the previous meeting for both Board and Committee meetings.

6. Subsidiary, Associate and Joint Venture Companies

As of March 31, 2025, the Company does not have any Subsidiary, Associate and Joint Venture Companies.

7. Business Risk Management

The Company has established an enterprise risk management framework to pinpoint and mitigate risks, ensuring they don't unduly impact its operations. By prioritizing transparency, it enhances its competitive position. Additionally, the Company has broadened its customer base, reducing its reliance on sales to the holding Company, and remains dedicated to gradually decreasing this reliance further. The risk to operations arising from the expiry of leases in respect of certain portions of the Company's factory land and buildings as the Lessor is under liquidation proceedings by the Official Liquidator in the Delhi High Court, still continues as the High Court order could affect operations. As part of its action plan for risk mitigation, the Company has been successfully impleaded in the proceedings and has filed its application seeking certain reliefs. The hearings at the Delhi High Court are ongoing and the Company will decide on its options once the decision is known.

8. Conservation of energy, technology absorption, foreign exchange earnings and outgo

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules 2014 are given as below:



a. Measures taken for conservation of energy

During the year, the Company undertook several initiatives aimed at energy conservation. Notably, certain products were shifted from single-line high-power draw presses to AIDA transfer presses. Additionally, an automatic control mechanism was successfully installed to optimize compressed air usage. These initiatives have resulted in significant power savings.

b. Technology absorption

With the objective of improving productivity as well as quality, during the year the Company has continued its efforts on improvements in process parameters and reduction in cycle times. Improvements made on machines and many new products have been developed for export and domestic customers. Upgradation of technology is a key focus area, and the Company has initiated necessary mapping of its machines with this objective towards developing low-cost technological solutions.

c. Foreign exchange earnings & outgo for the year ended March 31, 2025

Foreign Exchange Earnings	: Export of goods	- Rs. 121 lakhs
Foreign Exchange Outgo	: Raw materials & Components	- Rs. 808 lakhs

9. Industrial Relations/ Vigil Mechanism and Whistle Blower Policy

The Company maintained cordial and constructive industrial relations throughout the year. Regular training programs were conducted for employees, covering technical areas such as bearing and engineering principles, modern manufacturing practices, and soft skills related to attitude and behavior. A three-year wage settlement, effective from 1st January 2025 to 31st December 2028, was successfully concluded.

The Company has established a Vigil Mechanism and Whistle Blower Policy to provide a framework for directors, employees, and other stakeholders to report concerns about unethical behavior, suspected fraud, or violations of the Company's Code of Conduct. Reports under this mechanism are made directly to the Chairperson of the Audit Committee. Further details of the policy are provided in the Corporate Governance Report forming part of this Annual Report, and the policy is also available on the Company's website at www.snlbearings.in.

The Company confirms that no complaints were received under the Whistle Blower Policy during the year.

10. Safety, Health & Environment

The Company remains steadfast in its commitment to establishing and maintaining a secure work environment conducive to employee health and peak performance, while simultaneously championing environmental protection efforts. Employees are encouraged to exemplify safety practices on the shop floor by utilizing necessary personal protective equipment.

Furthermore, the Company's Ranchi plant has achieved prestigious external certifications such as ISO 14001:2015 (for environmental process compliance), ISO 45001:2018 (for Health & Safety), and IATF 16949:2015 (for quality management system).

Regular workforce training sessions focus on preventive safety measures and the avoidance of work-related accidents, emphasizing the mandatory usage of prescribed Personal Protection Equipment (PPEs) and routine workplace sanitation. Additionally, the management promotes environmental awareness among employees and supports initiatives aimed at conserving natural resources and enhancing resource efficiency across all operational processes.

11. Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as required in terms of listing regulations, forms part of this report as **Annexure I**



12. Corporate Social Responsibility

In line with the activities specified in schedule VII relating to the provisions of sections 135 of the Companies Act, 2013, your Company has been focusing on:

- Promotion of education (particularly for the underprivileged children and girl child)
- Employment enhancing vocational skills
- Promoting social business projects

During the year under review, an aggregate amount of Rs. 21.0 lakhs have been contributed to various organizations doing commendable work for the cause of promoting education and social business projects for the under privileged sections of society viz;

- i. **Sankalp (A pledge to change)** - Provides free education to underprivileged children in slums and backward regions of Jharkhand, including Jamshedpur, Dhanbad, Giridih, and Kalahandi in Odisha. During the year, Sankalp continued running multiple learning centres, offering regular academic support, online English classes, preparatory coaching for Navodaya entrance, and life-skills programs like self-defense for girls. Volunteer-led initiatives, cultural events, and community engagement remain central to their grassroots educational mission.
- ii. **Ugam Foundation** – Supported the Kasturba Gandhi Balika Vidyalaya (KGBV) scheme aimed at educating girls from SC, ST, OBC, and minority communities in remote areas. During the year, Ugam reached 159 KGBVs across 17 districts, impacting over 24,000 girls through remedial education in Hindi and English, menstrual hygiene awareness, gender education, and library activation. Over 6,600 students benefited from virtual English support, and 55 Sashakti Fellows (KGBV alumni) continued to drive change as local leaders. The program was implemented in collaboration with the Jharkhand Education Project Council (JEPC).

The Annual Report on CSR activities in pursuance of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as **Annexure II**.

13. Corporate Governance

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis report, Corporate Governance report and Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report. Details of Board meetings held during the year under review and the composition of the various committees are included therein.

The Code of Conduct for Directors and Senior Management personnel of the Company, as approved by the Board, has been affirmed on an annual basis by all the Directors, Company Secretary, Chief Financial Officer and the Chief Executive Officer of the Company. All Independent Directors have also submitted a certificate confirming that they meet the criteria of independence as provided under section 149 of the Companies Act, 2013.

The relevant certification on the various matters specified under Regulation 17(8) of SEBI (LODR) Regulations, 2015 has been done by CEO and CFO.

During the year under review, the Company has complied with all the applicable Secretarial Standards.

All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company along with criteria for such payments and disclosures on the remuneration of Directors along with their shareholding are disclosed in Annual Return for the Financial Year 2024-25.

There are no relationships between the Directors inter-se.

Members desirous of receiving the full Report will be provided the same on receipt of a written request from them or on submission of their e-mail IDs for forwarding documents through electronic mode. This will help save considerable cost in connection with printing and mailing of the Report. This measure would be in line with the green initiative for paperless communications. The same shall also be kept for inspection by any Member at the registered office of the Company concerned and shall also be posted on



the website of the Company viz. www.snlbearings.in.

14. Extract of Annual Return

The Annual Return for the financial year 2024-25 as per provisions of the Act and Rules thereto, is available on the Company's website at www.snlbearings.in.

15. Directors' Responsibility Statement

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- i. in the preparation of annual accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any, have been furnished;
- ii. the accounting policies have been selected and these have been applied consistently and judgments and estimates made thereon are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for that period;
- iii. proper and sufficient care for the maintenance of adequate accounting records has been taken 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. internal financial controls have been laid down and being followed by the Company and that such financial controls are adequate and are operating effectively.
- vi. proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively.

16. Related Party Transactions (RPT)

All RPT that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no other materially significant RPT by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons.

All RPT are placed before the Audit Committee as well as the Board for approval. Prior approval of the Audit Committee is obtained for transactions which are foreseen and repetitive in nature. Prior approval of Board and/or Members is obtained whenever necessary. The compliance of the transfer pricing norms in relation to such transactions is certified by the tax advisors.

The RPT policy as approved by the Board is uploaded on the Company's website viz. www.snlbearings.in. The particulars of contracts or arrangements with related parties referred to in Section 188 (1) of the Companies Act, 2013 in Form AOC-2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 is attached as **Annexure-III** to this Report.

17. Internal Financial Control Systems and Adequacy

The adequate internal financial controls have been established concerning the financial statements, with the upgraded ERP system generating reports to validate these controls. Additionally, enhancements such as biometric attendance, linked leave records, and payroll systems have been integrated into the existing system. The Internal Auditors regularly review these controls, and their suggestions for improvement have been incorporated into the ERP upgrade process. Throughout the year, these controls were evaluated, and no significant weaknesses were found in either their design or operation. This structured internal control system facilitates compliance with Section 138 of the Companies Act, 2013, and the Listing Regulations.

The Company's Statutory Auditors have confirmed the adequacy of the internal control procedures in their report.

**18. Particulars of Employees**

In terms of the provisions of Section 197(12) of the Companies Act, 2013, there are no employees of the Company drawing remuneration in excess of the limits set out in the said provision.

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as **Annexure IV**.

19. Auditors**Statutory Auditor**

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 111076N/N500013) has been appointed as an Auditors for the second term from the conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company.

Cost Auditor

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 the products manufactured by the Company and based on the criteria laid down under the aforesaid rules, Cost Audit is not applicable to your Company. However, from FY 2018-19, maintenance of prescribed Cost records is applicable to your Company and accordingly such accounts and records are made and maintained by the Company.

Secretarial Auditor

M/s. Upendra Shukla & Associates, practicing Company Secretaries (FRN: S2024MH963100), were appointed as Secretarial Auditors to undertake the Secretarial Audit of the Company for the year 2024-25. Their Secretarial Audit Report, in prescribed Form No. MR-3, is annexed to this Report as **Annexure V** and does not contain any qualification, observation, reservation or adverse remark.

In line with the newly introduced requirements under the Listing Regulations, the Board has recommended the appointment of M/s. Upendra Shukla & Associates as the Secretarial Auditor of the Company for conducting Secretarial Audit for a period of five consecutive years, commencing from 2025-26 to 2029-30, for approval of the Shareholders.

20. Share Capital

The paid-up Equity Share Capital as on March 31, 2025 was Rs. 361.00 Lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

21. Audit Committee

The Audit Committee comprises of Mr. Claude Alex D'Gama Rose (Chairman), Ms. Harshbeena Zaveri, Mr. Kaiyomarz Minoo Marfatia and Ms. Reshmi Panicker. During the year under review, all recommendations made by the Audit Committee were accepted by the Board.

22. Annual Secretarial Compliance Report

The Company has undertaken an audit for the financial year 2024-25 for the compliances in respect of all applicable Regulations, Circulars and Guidelines issued by the Securities and Exchange Board of India. The Annual Secretarial Compliance Report, as required under Regulation 24A of the Listing Regulations, has been obtained from Mr. Upendra Shukla,, Practicing Company Secretary and Secretarial Auditor of the Company.

23. Details in respect of frauds reported by auditors

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditor and Secretarial Auditor have not reported any frauds either to the Audit Committee or to the



Board under Section 143(12) of the Act.

24. Significant and Material Orders passed by the Regulators or the Courts or the Tribunals

There are no orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company's operation.

25. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status.

The Company has not made any application under the Insolvency and Bankruptcy Code, 2016 during the financial year 2024-25.

26. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

The provision regarding difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions is not applicable to the Company during the financial year 2024-25.

27. Change in nature of business

During the year under review, there was no change in the nature of the business carried on by the Company.

28. Disclosure under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, are not applicable to the Company and during the year under review there were no complaints received by the Company.

29. Material changes and commitments, if any, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the Company which have occurred between the close of the financial year on March 31, 2025 to which the financial statements relate and the date of this Report.

30. Acknowledgements

The Board wishes to acknowledge and express their appreciation for the whole-hearted support and cooperation extended by the members, the NRB Group management, bankers, customers, suppliers and all employees of the Company for their sustained efforts during the year to upgrade the IT system to SAP, while improving the financial performance for the year.

For and on behalf of the Board of Directors
SNL Bearings Limited

Harshbeena Zaveri
Chairperson
DIN-00003948

Place: Mumbai
Date : April 27, 2025



ANNEXURE I MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure and Development

Our company operates within the anti-friction bearing industry, where major users include automotive, general engineering, railways, electrical equipment manufacturers, and related sectors. Our primary focus is on manufacturing needle bearing products, serving various market segments within these industries.

1. Automotive OEM
2. After Market
3. Exports

Expanding the Automotive OEM segment, your Company expects to add Industrial OEMs in the coming year.

For your Company, the demand is approximately 90% from Original Equipment Manufacturers (OEM) and the balance is for supplies to the replacement market / exports.

Market growth in the Indian mobility industry has a very large potential given the geographical spread, size of population and the current low penetration. Growth in the goods mobility segment is being driven by the need to establish strong supply chains between producers and markets. Improvements in road infrastructure also assist this area of business. India has also strong potential to become export hub for all segments.

As OEMs expand access to their parts beyond authorized dealerships, the aftermarket enters a new era. The advent of digital platforms and technology is redefining the market, providing greater access to products and services. Your company is strategically positioned to seize these emerging opportunities in one of the world's fastest-growing automotive markets with its focus on delivering enhanced operational efficiencies, and improved strategic focus is creating significant value for its customers.

India is the world's third-largest vehicle market, after China and the US. The auto industry is one of the key pillars of the Indian economy, contributing about 7.5% to our GDP and about 49% to manufacturing GDP

Indian economic growth, though moderating, continues to demonstrate a growth trajectory despite global headwinds and sluggish recovery in some advanced economies. The country has retained its position as the fifth-largest economy in the world and continues to be amongst the biggest contributors to global growth. It is on track to surpass GDP of Japan and become the world's fourth largest economy. As per the first advanced estimates released by NSO (National Statistical Office) the Indian economy is expected to grow by 6.4% for FY25, over the high base of the previous year. Several factors have contributed to India's economic expansion, including record-breaking GST collections, consistent GDP growth exceeding 8% in recent quarters, manageable inflation levels, and strong growth in key sectors like steel, cement, and automobile manufacturing. The Indian Rupee is now used for trade with 27 countries, further enhancing its global economic integration

Your Company's installed manufacturing capacity will enable it to continue offering a wide range of products to its customers. Customer relationships and contact are the focus areas to reassure them that quality products delivered in a timely and cost-efficient manner will be our priority.

Economic Environment / Outlook

Projected global growth stands at 3.2% for 2024, with expectations that this pace will continue through 2025. Global headline inflation is anticipated to decline from an average of 6.8% in 2023 to 5.9% in 2024 and further to 4.5% by 2025. Risks to the global economic outlook are balanced, with potential downsides including new price escalations due to geopolitical tensions and varying speeds of disinflation among major economies and the tariff war initiated under the new regime in the US could induce currency fluctuations that pressure financial sectors.

Indian Economic Overview

Amidst a challenging global scenario, India has emerged as a significant economic and geopolitical power. The Indian government's consistent efforts to ensure structural, fiscal and infrastructural reforms have resulted in rapid industrial growth. The PLI scheme is also expected to act as an impetus for business growth and result in the development of better manufacturing infrastructure within the country. Moreover, business sentiment is



likely to improve on the back of continued measures to reduce transaction costs and facilitate ease of doing business. The central bank, the Reserve Bank of India, continues to align its measures with the aim of keeping inflation in line with the 4% target and adjusting its lending rate announcements to support trade and industry.

Opportunities and Threats

The automotive market is anticipated to stabilize this year. However, the global auto industry is amidst a significant shift towards electric vehicles (EVs), facing challenges from geopolitical tensions, slowing demand, and regulatory uncertainties. Regionally, this transformation is already underway. China has emerged as a disruptive force, challenging traditional auto leaders. In response, Europe and the US have increased trade barriers and scrutiny due to concerns over dependence on Chinese components and impacts on local industries. The recent slowdown in EV demand has added complexity to the industry's immediate growth plans.

Challenge includes intense Competition from low-cost imported Bearings, especially from China and Opportunity includes increasing consumption of anti-friction bearings across various industries, particularly the anticipated boost to demand as a result of China +1 policy of global auto players.

Policy measures for the Automotive and Industrial sectors

For the automotive and industrial sectors, the Budget included several policy measures aimed at fostering growth, boosting competitiveness and addressing sector-specific challenges, the major measures being : Incentives for Electric Vehicles, Presumptive taxation regime, Personal Income Tax, Focus on manufacturing sector and infrastructure investments and Investment in technology and digitalization

India bearings market size was valued at US\$ 2,179.9 MILLION IN 2023 and is projecting a CAGR growth of 13.5% during the forecast period 2024-2032.

Government initiatives such as the Automotive Mission Plan 2026, scrappage policy, and production-linked incentive schemes aim to bolster India's position as a global leader in both two-wheeler and four-wheeler markets. The Automotive Mission Plan (AMP) by the Government of India has played a crucial role in driving sectoral growth, with expectations that the Indian automobile industry will achieve a turnover of USD 300 billion by 2026.

Financials

Your Company's revenue (net) was at Rs. 5119 lakhs in FY 2024-25 (Previous Year: Rs. 4767 lakhs) representing an increase of 7%. Profit before tax was at Rs. 1414 lakhs (Previous Year: Rs. 1073 lakhs), a healthy increase of 32%. There has been a renewed focus on broad basing the customers served to optimally utilize the company's installed capacities and also develop new products to be ready to service the new hybrid and electric vehicle models being introduced. This will help the Company to achieve its long-term strategic objectives and to grow rapidly.

We are happy to share that we announced a dividend of Rs.8/- per equity share (with a face value of Rs.10 per share), at a pay-out ratio of 20%. We reiterate that we remain committed to providing sustainable, long-term value to our stakeholders through a balanced approach that includes both capital appreciation and dividend payments.

With overall leveraging of operational efficiencies and under the given market conditions, the financial results during the year are considered satisfactory.

Risks and risk mitigation

The Company is exposed to external business risk, internal risk and financial risk. External business risks arise out of highly competitive industry, Variations in prices of raw-material etc. Internal risks basically cover operational efficiency and ability to withstand competition. Financial risks are basically in the nature of interest rate variations.

The Board/Committee also approves the Company's risk policies and practices, reviews and endorses risk-related disclosures.



It prioritizes risks based on their probability and impact (high/moderate/low) Triggers are identified to determine when the a risk reaches critical state. Early identification of risks has facilitated risk mitigation and helped the company to improve profitability.

Under normal circumstances, operational risks are managed by the operating team. The Executive Management team, led by the CEO, CFO and functional departmental heads, periodically reviews enterprise risks, initiates mitigation actions, and assigns responsibilities for implementation.

Internal control systems and adequacy

Considering the nature and scale of operations, the Company has implemented comprehensive internal control systems and documented procedures covering all financial and operational functions. These controls are designed to achieve the following objectives:

- Ensure accurate recording of transactions through internal checks and timely reporting.
- Safeguard assets against unauthorized use or losses.
- Ensure compliance with applicable laws, management directives, and policies.
- Effectively manage working capital.
- Monitor the efficiency and economy of operations.

The Company also has processes in place for developing and reviewing annual and long-term business plans, as well as preparing and monitoring annual budgets for all operational plants and service functions.

Periodic audits are conducted by a reputable external audit firm at our plant and functions to identify deviations from established procedures. The audit firm independently assesses the design, adequacy, and operational effectiveness of the internal control system, providing credible assurance to the Audit Committee. Audit observations are initially reviewed by respective department heads and plant/function leaders, ensuring compliance. Action plans are then formulated to enhance business processes and prevent recurrence of deviations.

Business risks are managed through cross-functional collaboration, facilitated by internal audits, with assessment outcomes presented to senior management for review and decision-making.

Segment Wise Performance

During the current year, ball and roller bearings have been the primary business segment for the Company.

Industrial Relations and Human Resource management

Throughout the year, the Company maintained positive relations with its workforce across all plants. Employee costs were effectively managed, leveraging wage settlements that tied incentive payments to higher overall production volumes (after accounting for rework) and reduced rejection rates.

We are dedicated to educating our workforce on embracing the changes brought about by automation while simultaneously assuring both ourselves and our employees that automation will not result in job losses. The primary objective of automation is to improve efficiency, safety, and enhance our global reputation among customers, thereby opening up new business opportunities.

The Company has 125 permanent employees (including workmen) as on March 31, 2025.


Details of Significant Changes in Key Financial Ratios along-with detailed explanations

Ratios	2024-25	2023-24	Change (%)	Explanation where change is more than 25 %
Current ratio	10.68	9.82	9%	-
Debt-equity ratio	-	-	(100%)	Company is debt-free
Return on equity ratio	17%	14%	24%	Higher profits during the year
Inventory turnover ratio	1.52	1.45	4%	-
Trade receivables turnover ratio	6.43	7.41	(13%)	-
Trade payables turnover ratio	7.65	4.75	61%	Payables reduced even with higher purchase values - overall significant improvement
Net capital turnover ratio	0.96	1.08	(11%)	-
Net profit ratio	21%	16%	29%	Improved operational efficiencies led to higher profits for the FY 2024-25.
Return on capital employed	20%	17%	17%	-

Cautionary Statement

Statements in this report on Management's Discussion and Analysis describing the Company's objectives, projections, estimates, exceptions or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and exceptions of future events. Actual results could however differ materially from those expressed or implied. The Company assumes no responsibility in respect of forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

**By Order of the Board of Directors
For SNL Bearings Limited**

Place: Place: Mumbai
Date: April 27, 2025

Satish Rangani
Director
DIN: 0020906



Annexure II

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company.

SNL is committed to improving the quality of life of the people it deals with and contributing to the welfare of the communities where it operates. The CSR Policy of the Company duly approved by the Board of Directors promotes the following objectives:

- Promotion of education (particularly for the underprivileged children and girl child)
 - Employment enhancing vocational skills
 - Promoting social business projects
 - Contribution to funds set up by Central/ State Government's for social economic development and relief.
- Link to the CSR Policy: www.snlbearings.in

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.	Ms. Harshbeena Zaveri	Chairperson, (Non-Executive Director)	1	1
2.	Mr. Satish Rangani	Member (Non-Executive Director)	1	1
3.	Mr. Claude Alex D Gama Rose	Member (Independent Director)	1	1

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

Link: www.snlbearings.in

4. Details of executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. (a) Average net profit of the Company as per section 135(5): Rs. 1038.33 Lakhs
- (b) Two percent of average net profit of the Company as per section 135(5): Rs. 20.77 lakhs.
- (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: Not Applicable
- (d) Amount required to be set off for the financial year, if any: 0.07
- (e) Total CSR obligation for the financial year (b+c-d). Rs. 20.70 Lakhs.



6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No).	Location of the project.		Amount spent for the project (Rs. in Lakhs).	Mode of implementation Direct (Yes/ No).	Mode of implementation – Through implementing agency.	
				State.	Dis-trict.			Name.	CSR Registration number.
1.	Promotion of Education	Yes	Yes	Jharkhand	Ranchi	8.00	Yes	Sankalp	CSR00010066
2.	Promotion of Education	Yes	Yes	Jharkhand	Ranchi	13.00	Yes	Ugam Foundation	CSR00000003
	TOTAL					21.00			

(b) Amount spent in Administrative Overheads - Nil

(c) Amount spent on Impact Assessment, if applicable - Nil

(d) Total amount spent for the Financial Year (a+b+c) – Rs. 21.00 Lakhs

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (Rs. In Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub- section (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
21.00	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

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

Sl. No.	Particulars	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	20.77
(ii)	Total amount spent for the Financial Year	21.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.23
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.23



7. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Un-spent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Un-spent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer	
1	FY-1	Not Applicable					
2	FY-2	Not Applicable					
3	FY-3	Not Applicable					

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

	Short particulars of the property or asset(s) [including complete address and location of the property]	PIN code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner
(1)	(2)	(3)	(4)	(5)	(6)
					Name Registered address
Not Applicable					

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). - Not Applicable

For and on behalf of the Board of Directors
For SNL Bearings Limited

Harshbeena Zaveri
Chairperson
DIN: 00003948

Place: Mumbai
Date : April 27, 2025



ANNEXURE III

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

- | | |
|--|------|
| (a) Name(s) of the related party and nature of relationship: | N.A. |
| (b) Nature of contracts / arrangements / transactions: | N.A. |
| (c) Duration of the contracts / arrangements / transactions: | N.A. |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | N.A. |
| (e) Justification for entering into such contracts or arrangements or transactions: | N.A. |
| (f) Date(s) of approval by the Board: | N.A. |
| (g) Amount paid as advances, if any: | N.A. |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: | N.A. |

2. Details of material contracts or arrangements or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship:

- | | |
|---------------------------------------|---------------------------------|
| i) NRB Bearings Limited | – Holding Company |
| ii) NRB Bearings (Thailand) Limited | – Fellow Subsidiary |
| iii) Key Managerial Personnel | |
| Ms. Harshbeena Zaveri | – Director |
| Mr. Satish Rangani | – Director |
| Mr. Arvinder Singh Kohli | – Director |
| Mr. Claude Alex D'Gama Rose | – Director |
| Mr. Kaiyomarz Minoo Marfatia | – Director |
| Ms. Reshmi Panicker | – Director |
| Mr. Lalit Pandey (CEO) | – Chief Executive Officer (CEO) |
| Ms. Pooja Jeswani | – Company Secretary |
| Mr. Ram Narayan Sahu | – Chief Financial Officer (CFO) |
| iv) SNL Employee Provident Fund Trust | – Trust |
| v) SNL Officers Provident Fund Trust | – Trust |

(b) Nature of contracts / arrangements / transactions:

- | | |
|-------------------------------------|--|
| i) NRB Bearings Limited | – Sale of Finished Goods, Special Machines & Spare parts, Raw Materials |
| | – Purchase of Raw Materials; Plant & Equipment, Reimbursement of Expenses, Dividend on Equity Shares |
| ii) NRB Bearings (Thailand) Limited | – Sale of Finished Goods, Special Machines & Spare parts. |
| iii) Key Managerial Personnel | – Remuneration, Sitting fees, Commission, Dividend |
| iv) Trust | – Contribution to Provident Fund |

**(c) Duration of the contracts / arrangements/ transactions:**

Ongoing Related Party Transactions.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:**1) Salient terms of Contract/ arrangements/ transaction:**

As mentioned below:

Sr. No.	Name of the Related Parties	Nature of Contract/ arrangements/ transactions	Salient Terms of Contract/ arrangements/ transactions
1	NRB Bearings Limited	Sale of Finished Goods, Special Machines & Spare parts, Raw Material Purchase of Raw Material, Reimbursement of Expenses, Dividend on Equity Shares	As per Purchase Orders placed for their requirements of Raw Materials, Components and Finished Products. As per Dividend declaration
2.	NRB Bearings (Thailand) Limited	Sale of Finished Goods, Special Machines & Spare parts, Sale of Equipment Purchase of property, plant and equipment	As per Purchase Orders placed for their requirements of Components and/or Finished Products.
3.	Key Managerial Personnel	Directors Commission and Sitting fees, Remuneration to KMP	Commission as approved by the Shareholders vide special resolution passed in Annual General Meeting held on September 20, 2021 i.e not exceeding Rs. 2 lakhs p.a. per Director and not exceeding an amount equal to 1% of the net profits of the Company calculated pursuant to Section 198 of the Act, 2013, for each year commencing from the financial years 2021-22 to 2025-26. As per terms and conditions on appointment/re-appointment. Remuneration as per CTC.
4.	Trust	Contribution to Provident fund	As per statutory provisions.

**2) Value of the transactions with the related parties:**

As mentioned below:

(Rs. in lakhs)

i)	NRB Bearings Limited (Holding Company)	Sale of Finished Goods	1464
		Sale of Machinery	160
		Purchases of Raw Materials	115
		Dividend on Equity Shares	186
		Reimbursement of Expenses	73
ii)	NRB Bearings (Thailand) Limited (Fellow Subsidiary)	Sale of Machinery	98
		Sale of Finished Goods	14
iii)	Key Managerial Personnel: Directors:		
	Ms. Harshbeena Zaveri	Dividend Sitting fees and Commission	2 4
	Other KMPs (Directors)	Sitting fees and Commission to Non- Executive Directors	17
	Mr. Ram Narayan Sahu	Remuneration	22.00
	Mr. Lalit Pandey	Remuneration	34.37
	Ms. Pooja Jeswani	Remuneration	8.00
iv)	Trust	Contribution to provident fund trust - Employer's contribution	4
		Contribution to provident fund trust - Employee's contribution	6

(e) Date(s) of approval by the Board, if any:

- i) May 15, 2024
- ii) August 10, 2024
- iii) November 04, 2024
- iv) February 06, 2025

(f) Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors
SNL Bearings Limited

Harshbeena Zaveri
Chairperson

Place: Mumbai
Date : April 27, 2025



ANNEXURE IV
PARTICULARS OF EMPLOYEES

Disclosure of Remuneration under Section 197 (12) of Companies Act, 2013 and Rule 5(1) of the Companies (Appointment And Remuneration) Rules, 2014.

A. Statement showing details of median remuneration of the director / key managerial personnel of the company:

- a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:

Name of Directors	Remuneration (Rs. in lakhs)	Median Remuneration (Rs. in lakhs)	Ratio
Ms. Harshbeena Zaveri Chairperson, Non-Executive, Non-Independent Director	4.15	4.05	1.02
Mr. Satish Rangani Non-Executive, Non-Independent Director	3.40	4.05	0.84
Mr. Kaiyomarz Minoo Marfatia Non-Executive, Independent Director	4.05	4.05	1.00
Mr. Arvinder Singh Kohli Non-Executive, Non-Independent Director	3.20	4.05	0.78
Mr. Claude Alex D'Gama Rose Non-Executive, Independent Director	3.02	4.05	0.85
Ms. Reshmi Panicker Non-Executive, Independent Director	3.80	4.05	0.94

* No remuneration is paid except Sitting fees and Commission.

- 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 2024-25;

Name of Directors	Percentage increase in remuneration in the Financial year.
Ms. Harshbeena Zaveri, Chairperson, Non-Executive, Non-Independent Director	NA
Mr. Satish Rangani, Non-Executive, Non-Independent Director	NA
Mr. Arvinder Singh Kohli Non-Executive, Non-Independent Director	NA
Mr. Claude Alex D'Gama Rose Non-Executive, Independent Director	NA
Mr. Kaiyomarz Minoo Marfatia Non-Executive, Independent Director	NA
Ms. Reshmi Panicker Non-Executive, Independent Director	NA
Mr. Lalit Pandey (Chief Executive Officer)	-



Mr. Ram Narayan Sahu Chief Financial Officer	8.00%
Ms. Pooja Jeswani Company Secretary	-

- c. The percentage increase in the median remuneration of employees in the financial year; The median remuneration of employees of the Company was Increased by 5.53 % during the financial year 2024-25.
- d. The Company has 125 number of permanent employees on the rolls of Company as on March 31, 2025;
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel and its comparison with the percentile increase in the managerial remuneration and justification thereof.

Average percentile decrease in the salaries of employees other than Managerial Personnel is 6.60% while increase in the Managerial Remuneration is 6.76%. Average increase in the remuneration of the employees other than the Managerial Personnel and that of the Managerial Personnel is in line with the industry practice and is within the normal range.

- f. The remuneration is as per the remuneration policy of the Company.

Sr. No	Particulars of Remuneration	Name of Directors						Total Amount
		Ms. Harsh-beena Zaveri	Mr. Satish Rangani	Mr. Arvin-der Singh Kohli	Mr. Claude Alex D'Gama Rose	Mr. Kai-yomarz Marfa-tia	Ms. Reshmi Panick-er	
1	Independent Directors							
	• Fee for attending Board / Committee meetings	-	-	-	1.45	2.05	1.80	5.30
	• Commission	-	-	-	1.57	2.00	2.00	5.57
	• Others, please Specify	-	-	-	-	-	-	-
	Total (1)	-	-	-	3.02	4.05	3.80	10.87
2	Other Non-Executive Directors							
	• Fee for attending Board / Committee meetings	2.15	1.40	1.20	-	-	-	4.75
	• Commission	2.00	2.00	2.00	-	-	-	6.00
	• Others, please Specify				-	-	-	-
	Total (2)	4.15	3.40	3.20	-	-	-	10.75
	Total Managerial Remuneration (1+2)	4.15	3.40	3.20	3.02	4.05	3.80	21.62
	Total	Overall Ceiling as per the Act (@3% of profits calculated under Section 198 of the Companies Act, 2013)						



Sr. No	Particulars of Remuneration	Total Amount			Total Amount
		Mr. Lalit Pandey	Mr. R N Sahu	Ms. Pooja Jeswani	
		(Chief Executive Officer)	(Chief Financial Officer)	(Company Secretary)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	34.37	22.00	8.00	64.37
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	34.37	22.00	8.00	64.37



ANNEXURE V
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 Personnel) Rules, 2014]

To,
The Members,
SNL Bearings Limited,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SNL Bearings Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SNL Bearings Limited for the financial year ended on 31st March, 2025 according to the provisions 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;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing – (As confirmed by the management, the Company, does not have any FDI, ODI or ECB);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I report that during the year under review there was no action/event in pursuance of –

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- b) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.

(vi) The Acts / Guidelines specifically applicable to the Company: The management has confirmed that there is no specific law as identified and applicable to the Company.

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

- a) Secretarial Standards issued by the Institute of the Company Secretaries of India; and
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as applicable.

I further report that –

- The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried- out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed proposal on agenda were sent in advance duly complying with the time limits specified 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.
- As per the minutes of the meeting duly recorded and signed by the chairperson, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of quarterly compliance reports by Chief Executive Officer, which are reviewed and taken on record by the Board of Directors of the Company, in my opinion adequate systems and processes and control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial auditors and other designated professionals.

I further report that during the audit period there was no specific event/action in pursuance to the above referred laws, rules, regulations, standard and guidelines, etc. referred to above, having major bearing on the Company's affairs.

UDIN: F002727G000211870
Peer Review Certificate No.1882/2022

(U. C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Place: Mumbai
Date: 27/04/2025

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



ANNEXURE A

To,
The Members,
SNL Bearings Limited,

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

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

Place: Mumbai
Date: 27/04/2025

(U. C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654



CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

COMPANY'S PHILOSOPHY

SNL Bearings Limited adheres to a governance philosophy rooted in trusteeship, transparency, and accountability. As a responsible corporate entity, we cultivate a culture of ethical conduct and transparency in our operations to earn the trust of our stakeholders. The Company's Code of Conduct and Internal Code of Conduct for Regulating, Monitoring, and Reporting of Trades by Insiders are integral to our values, demonstrating our dedication to ethical business practices, integrity, and regulatory compliance. The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains.
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

The Corporate Governance structure is as follows:

1. **Board of Directors:** The Board holds the ultimate responsibility for managing, directing, and overseeing the performance of the Company. With its fiduciary role at the forefront, the Board offers leadership, strategic direction, and impartial perspectives to the Company's management. In fulfilling its duties, the Board ensures that management adheres to principles of ethics, transparency, and disclosure.
2. **Committees of the Board:** The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and the Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

THE BOARD OF DIRECTORS

Composition and category of Directors

The Board comprises distinguished individuals from diverse fields including technical, financial, industrial, and marketing backgrounds. The Company is overseen by the Board of Directors in collaboration with the Senior Management team. The composition and capacity of the Board are periodically evaluated to ensure alignment with both regulatory and business needs.

As on March 31, 2025, the Company's Board consists of 6(six) Directors. Besides the non-executive Chairperson, the Board comprises of 2 (two) Non-Executive Directors and 3 (three) Independent Directors. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. None of the Directors are related to each other.

Directors' Attendance Record and their other Directorships/ Committee memberships

As per Regulation 17A of the Listing Regulations, none of the Directors is on the Board of more than 7 (seven) listed entities and as mandated by Regulation 26(1) of the Listing Regulations, none of the Directors is a member of more than 10 (ten) Board Level Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than 5 (five) Committees across all public limited companies



(listed or unlisted) in which he/ she is a Director. Further, all Directors have informed about their Directorships, Committee memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2025 are given below:

Directorship / Committee Membership as on March 31, 2025.

Name	Date of Appointment	Category of Director	Directorships in other Indian Public Limited Companies (Other than SNL Bearings Limited)	No. of Board Committees in which Chairman / Member (Other than SNL Bearings Limited)		Attendance at last AGM	Shareholding in SNL Bearings Limited (No. of shares)
				Chairman	Member		
Ms. Harshbeena Zaveri DIN: 00003948	31/07/2000	Chairperson and Non-Executive Director	1	0	2	Yes	34011
Mr. Satish Rangani DIN: 00209069	31/07/2000	Non- Executive Director	1	0	0	Yes	400
Mr. Kaiyomarz Minoo Marfatia DIN: 03449627	31/05/2021	Independent Director	1	1	0	Yes	0
Mr. Arvinder Singh Kohli DIN: 08135020	17/05/2018	Non- Executive Director	0	0	0	Yes	1034
Mr. Claude Alex D'Gama Rose DIN: 01494440	17/05/2018	Independent Director	0	0	0	Yes	0
Ms. Reshmi Panicker DIN: 05178086	09/02/2023	Independent Director	0	0	0	Yes	0

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/ Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than SNL Bearings Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairmanship of more than five such Committees.
3. Details of Director(s) retiring or being re-appointed are given in Notice of Annual General Meeting.



Other Directorships held by the Directors:

(Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.)

Sr. No.	Name of Directors	Details of other Directorships	Details of Committee Member-ships
1.	Ms. Harshbeena Zaveri	NRB Bearings Limited: Promoter, Vice Chairman & Managing Director	NRB Bearings Limited: - Audit Committee - Member - Stakeholder Relationship Committee - Member - Corporate Social Responsibility Committee - Chairperson - Risk Management Committee - Member
2.	Mr. Satish Rangani	NRB Bearings Limited: Non-Executive Director	NRB Bearings Limited: - Corporate Social Responsibility Committee – Member - Risk Management Committee - Member
3.	Mr. Arvinder Singh Kohli	Nil	Nil
4.	Mr. Claude Alex d'Gama Rose	Nil	Nil
5.	Mr. Kaiyomarz Minoo Marfatia	Abbott India Limited: Director	- Abbott India Limited: Stakeholders Relationship Committee – Chairperson - Risk Management Committee Member
6.	Ms. Reshmi Panicker	Nil	Nil

Independent Directors

The Independent Directors fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company viz. www.snlbearings.in. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

Number of Independent Directorships

In compliance with the Listing Regulations, Directors of the Company do not serve as Independent Director in more than 7 (seven) listed companies. In case he / she is serving as a Whole-Time Director in any listed Company, does not hold the position of Independent Director in more than 3 (three) listed companies.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The Board Meetings are pre-scheduled and is known to the Directors well in advance to facilitate them planning their schedules accordingly. In the case of business exigencies, the



Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting.

The Notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the Annual Business Plan.

During the financial year 2024-25, the Board of Directors met 4 (four) times i.e. on May 15, 2024, August 10, 2024, November 04, 2024 and February 06, 2025. The maximum gap between any two consecutive meetings was less than 120 (One Hundred twenty) days, as stipulated under Section 173(1) of the Act, and regulation 17(2) of the listing Regulations and the Secretarial Standards issued by The Institute of the Company Secretaries of India.

Attendance of Directors at the Board Meetings .

Sr. No.	Name of Directors	No. of Board Meetings attended
1.	Ms. Harshbeena Zaveri	4 of 4
2.	Mr. Satish Rangani	4 of 4
3.	Mr. Arvinder Singh Kohli	4 of 4
4.	Mr. Claude Alex D'Gama Rose	3 of 4
5.	Mr. Kaiyomarz Minoo Marfatia	4 of 4
6.	Ms. Reshmi Panicker	4 of 4

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations 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 Meetings.

Post Meeting Mechanism

The important decisions taken at the Board/ Board Committee Meetings are communicated to the concerned department/division.

Board Support

The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance principles applicable, as also legal provisions applicable to matters under discussion.

Roles, Responsibilities and Duties of the Board.

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors).

The Chairperson: Her primary role is to provide leadership to the Board in achieving goals of the Company. She is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. She is also responsible for formulating the corporate strategy along with other members of the Board of Directors. Her role, inter alia, includes:



- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board meetings like formulation of business strategies, monitoring of performances, etc. and their role, inter-alia, includes:

- Impart balance to the Board by providing independent judgment.
- Gain feedback on Company's execution of Board directives.
- Provide effective feedback and recommendations for further improvements.

FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected from him/her as a Director of the Company. The Chairperson also has a one-to-one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, on an ongoing basis as a part of agenda of Board/ Committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework and interactive session with the core management team members of the Company. The details of the familiarization programmes for Independent Directors are available on the Company's website, viz. www.snlbearings.in.

Skills Matrix for the Directors

The Board of Directors of the Company comprises members who bring in the required skills and expertise for effective functioning of the Company, the Board and its Committees. The table below summarizes key skills and attributes which are taken into consideration by the Nomination and Remuneration Committee while recommending appointment of Directors to the Board:

Skills	Definition
Business Acumen	Proficiency in comprehending business environments, economic and regulatory impacts on markets, and devising strategies to enhance market share. Strong understanding of operational and organizational processes, coupled with collaborative skills in seeking and providing feedback.
Leadership	Capability to cultivate talent and ensure succession planning; proficiency in driving organizational change and enhancement; adeptness in crisis management, balancing challenge with support.
Strategy and Strategic planning	Skill in identifying and rigorously evaluating strategic opportunities and threats relevant to the Company's objectives, and in formulating long-term growth strategies.
Finance and Accounting expertise	Expertise in financial management, capital allocation, financial reporting requirements.
Technological	Ability to anticipate changes in technology, drive product and process innovation.



Legal, Regulatory and Corporate Governance	Understanding of regulatory and legal frameworks. Willingness and ability to devote adequate time and energy to fulfil Board and Committees responsibilities, formulate policies which will ensure interests of the Company and shareholders are safeguarded while maintaining management accountability and adherence to high standards of corporate governance.
--	--

All Board members, with their diverse business experiences in leadership roles in their organizations, possess a majority of the skills and attributes listed above, and are well positioned to ensure effective functioning of the Company and guide the Company on its growth path.

Identified Skills	HSZ	SCR	CDR	ASK	KMM	RP
Business Acumen	√	√	√	√	√	√
Leadership	√	√	√	√	√	√
Strategy and Strategic planning	√	√	√	√	√	√
Finance and Accounting expertise	-	√	√	-	-	-
Technological expertise	√	-	-	√	-	√
Legal, Regulatory and Corporate Governance	√	√	-	-	√	-

HSZ: Harshbeena Zaveri, SCR: Satish Rangani, CDR: Claude Alex D'Gama Rose, ASK: Arvinder Singh Kohli, KMM: Kaiyomarz Minoo Marfatia, RP: Reshmi Panicker.

BOARD EVALUATION

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. The evaluation process is focused on various aspects of the functioning of the Board and Committees such as composition of the Board, improving Board effectiveness, performance of Board Committees, Board knowledge sessions and time allocation for strategic issues, etc. During the year, Board Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and Peer Evaluation of the Directors. Evaluation of the performance of individual Directors on parameters such as attendance, contribution and independent judgment was also carried out during the year. The Board noted that the evaluation process showed that the Board was rated as "Good" reflecting the overall engagement and effectiveness of the Board and the Committees.

Performance evaluation of Independent Directors

The Nomination and Remuneration Committee considers following criteria for performance evaluation of Independent Directors:

- Attendance at Board meetings and Board Committee meetings;
- Chairmanship of the Board and Board Committees;
- Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- Guidance and support provided to senior management of the Company outside the Board meetings;
- Independence of behavior and judgment; and
- Impact and influence

As a part of the annual Board evaluation, detailed questionnaires were circulated to all the Directors. On the basis of responses received on these questionnaires, the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee evaluated the Board's performance and that of its committees. The Board also conducted evaluation of independent directors which included performance of directors and



fulfilment of criteria as specified in the Listing Regulations, and their independence from the management, where the independent directors did not participate.

GOVERNANCE CODES

Code of Conduct

The Company has implemented a Code of Conduct ("the Code") that applies to both the Board of Directors and all employees. Compliance with the Code is mandatory for the Board of Directors and the Senior Management Team (one level below the Board). The Code mandates that Directors and employees conduct themselves with honesty, fairness, ethics, and integrity, and maintain a professional, courteous, and respectful demeanor. The Code is displayed on the Company's website viz. www.snlbearings.in.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he/ she occupies in other companies including Chairmanships and notifies changes during the year. The members of the Board, while discharging their duties, avoid conflict of interest in the decision-making process. The members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed the Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the Code. The code is displayed on the website of the Company at www.snlbearings.in.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The minutes of the Committee meetings are placed before the Board for noting.

The Company has 4 (four) Board Level Committees:

- A) Audit Committee,
- B) Nomination and Remuneration Committee,
- C) Stakeholders' Relationship Committee, and
- D) Corporate Social Responsibility Committee



(A) AUDIT COMMITTEE

Composition

The Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. 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 Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Accounts, Manufacturing, Risk and International Finance. It functions in accordance with its terms of reference that define its authority, responsibility and reporting function. Mr. Claude Alex D'Gama Rose, Independent Director is the Chairperson of the Audit Committee. The other members of the Audit Committee include Ms. Harshbeena Zaveri (Non-Executive Director), Mr. Kaiyomarz Minoo Marfatia (Independent Director) and Ms. Reshmi Panicker (Independent Director).

Meetings and Attendance

The Audit Committee met 4 (four) times during the financial year 2024-25, on May 15, 2024, August 10, 2024, November 4, 2024 and February 6, 2025. The maximum gap between two Meetings was not more than 120 (one hundred and twenty) days. The requisite quorum was present at all the Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on September 18, 2024.

The table below provides the attendance of the Audit Committee members:

Sr. No.	Name of the Directors	Position	Category	No. of Meetings Attended
1.	Mr. Claude Alex D'Gama Rose	Chairperson	Independent Director	3 of 4
2.	Ms. Harshbeena Zaveri	Member	Non-Executive Director	4 of 4
3.	Mr. Kaiyomarz Minoo Marfatia	Member	Independent Director	4 of 4
4.	Ms. Reshmi Panicker	Member	Independent Director	4 of 4

Terms of Reference

For the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee is responsible for overseeing the Company's financial reporting process, reviewing with management the quarterly/ half yearly/ annual financial statements before submission to the Board for approval. To fulfill its above role, the Audit Committee has the power to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice. Other terms of reference, inter alia, includes:

- 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.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on (i) Any changes in accounting policies and practices (ii) Major accounting entries based on exercise of judgement by management (iii) Qualifications in draft audit report (iv) Significant adjustments arising out of audit (v) The going concern assumption (vi) Compliance with accounting standards (vii) Compliance with stock exchange and legal requirements concerning financial statements (viii) Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of Company's internal



control framework at large.

- e. Reviewing the adequacy of internal audit function, 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.
- f. Discussion with internal auditors about any significant findings and follow up thereon.
- g. 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.
- h. Discussions with external auditors before the audit commences on the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- i. Reviewing the Company's financial and risk management policies.
- j. 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.

The Committee has acted as a link between the management, external and internal auditors and the Board of Directors of the Company and has discussed with the external auditors their audit methodology and significant observations as also major issues related to risk management and compliances.

Functions of Audit Committee

The Audit Committee, while reviewing the annual financial statements also reviews the applicability of various Indian Accounting Standards (IND-AS) referred to in Section 133 of the Companies Act, 2013. The compliance of the IND-AS as applicable to the Company has been ensured in the preparation of the financial statements for the year ended March 31, 2025.

Besides the above, Mr. R N Sahu, the Chief Financial Officer and the representatives of the Statutory Auditors and the Internal Auditors are invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations. The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Unaudited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Unaudited Financial Results are made available on the website www.snlbearings.in and are also sent to the Stock Exchange where the Company's equity shares are listed for display at their website.

The Audit Committee also oversees and reviews the functioning of a Vigil Mechanism (implemented in the Company as an Insider Trading Code and Whistle Blower Policy) and reviews the findings of investigation into cases of material nature and the actions taken in respect thereof.

Internal Controls and Governance Processes

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with CFO formulates a detailed plan for the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of the Audit Committee on regular basis and submit their recommendations to the Audit Committee and provide a road map for the future.

(B) NOMINATION AND REMUNERATION COMMITTEE

Composition

The Nomination and Remuneration Committee is comprised of 3 (three) Directors. Mr. Kaiyomarz Minoo Marfatia, Independent Director, is the Chairperson of the Committee. The other members of the Nomination and Remuneration Committee include Mr. Claude Alex D'Gama Rose (Independent Director) and Ms. Harshbeena Zaveri (Non-Executive Director). The composition of Nomination and Remuneration



Committee is in accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Meeting and Attendance

The Nomination and Remuneration Committee met 1 (One) time during the year on May 15, 2024. The requisite quorum was present at the meetings. The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

The table below provides the attendance of the Nomination and Remuneration Committee members:

Sr. No.	Name of the Directors	Position	Category	No. of Meetings Attended
1.	Mr. Kaiyomarz Minoo Marfatia	Chairperson	Independent Director	1 of 1
2.	Ms. Harshbeena Zaveri	Member	Non-Executive Director	1 of 1
3.	Mr. Claude Alex D'Gama Rose	Member	Independent Director	0 of 1

Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, which are as follows.

1. Reviewing the overall compensation policy, service agreements and other employment conditions of Senior Management (one level below the Board of Directors);
2. To help in determining the appropriate size, diversity and composition of the Board;
3. To recommend to the Board appointment/ re-appointment and removal of Directors;
4. To frame criteria for determining qualifications, positive attributes and independence of Directors;
5. To recommend to the Board remuneration payable to the Directors;
6. To create an evaluation framework for the Independent Directors and the Board;
7. To provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
8. To assist in developing a succession plan for the Board;
9. To assist the Board in fulfilling responsibilities entrusted from time-to-time; and
10. Delegation of any of its powers to any member of the Committee or the Compliance Officer.

REMUNERATION POLICY

Remuneration to Non-Executive Directors (including Independent Directors)

The Board has decided that the directors shall be remunerated by way of sitting fees of Rs. 30,000/- each per meeting being paid for the Board meetings, Rs.15,000/- each per meeting paid for the Audit Committee meetings and Nomination and Remuneration Committee meetings and Rs. 10,000/- each per meeting paid for Stakeholders Relationship Committee meetings and Corporate Social Responsibility Committee meetings. In addition, the Non-Executive Directors and Independent Directors are entitled to yearly commission upto 1% of the net profits of the Company with a ceiling of Rs. 2 lakhs p.a. per Director as determined by the Board of Directors/Nomination & Remuneration Committee, which was approved by the Members at 41st Annual General Meeting held on September 20, 2021.

The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Remuneration to KMP, Directors and Senior Management Personnel

The KMP and Senior Management personnel are eligible for a monthly remuneration as may be approved by the board on the recommendation of the committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to PF, pension scheme, medical expenses, club fees etc. are decided and



approved by the Board. The Nomination and Remuneration Policy is displayed on the Company's website viz. www.snlbearings.in.

Details of Remuneration paid to Directors and KMP

(I) Non Executive Directors

(Rs. in lakhs)

Name of the Director	Sitting Fees (FY 2024-25)	Commission on profits (FY 2024-25)	Total
Ms. Harshbeena Zaveri	2.15	2.00	4.15
Mr. Satish Rangani	1.40	2.00	3.40
Mr. Arvinder Singh Kohli	1.20	2.00	3.20
Mr. Claude Alex D'Gama Rose	1.45	1.57	3.02
Mr. Kaiyomarz Minoo Marfatia	2.05	2.00	4.05
Ms. Reshmi Panicker	1.80	2.00	3.80

Note:

Commission to Non-Executive Directors has been approved upto 1.00% of net profits, with a ceiling of Rs. 2,00,000/- p.a. per director as determined by the Nomination and Remuneration Committee based on net profits for FY 2024-25 (payable for 2024-25).

Total Commission to Non-Executive Directors has been approved of Rs. 11.92 Lakhs at the meeting of the Board of Directors held on April 27, 2025.

Other than as disclosed above, there is no pecuniary relationship or transaction between the Company and the Non-Executive Directors.

The Company is managed solely by CEO of the Company, therefore separate provision for severance fees, stock options and notice period for executive Directors is not required.

(II) Key Managerial Personnel (KMP)

Name of KMP	Remuneration (Rs. in Lakhs)
Mr. Lalit Pandey – CEO	34.37
Mr. Ram Narayan Sahu Finance Head (CFO)	22.00
Ms. Pooja Jeswani (CS)	8.00
Total	64.37

Note:

Change in Senior Management personnel: During the year under review, there has been no changes in the Senior management personnel of the company.



(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, Meetings and Attendance

The Stakeholders Relationship Committee comprises of 3 (three) Directors. Mr. Kaiyomarz Minoo Marfatia, (Independent Director) is the Chairperson of the Committee. The other members of the Stakeholders Relationship Committee include Ms. Harshbeena Zaveri (Non-Executive Director) and Mr. Satish Rangani (Non-Executive Director). During the year under review the Committee met once on February 06, 2025. The table below highlights the composition and attendance of the Members of the Committee. The requisite quorum was present at the Meeting.

Sr. No.	Name of the Directors	Position	Category	No. of Meetings Attended
1.	Mr. Kaiyomarz Minoo Marfatia	Chairperson	Independent Director	1 of 1
2.	Ms. Harshbeena Zaveri	Member	Non-Executive Director	1 of 1
3.	Mr. Satish Rangani	Member	Non-Executive Director	1 of 1

Terms of Reference

The Board has clearly defined the terms of reference for this committee, which generally meets once a Quarter or as when required. The Committee looks into the matters of Members/ Investors grievances along with other matters listed below:

- Redressal of Members and investor complaints like delays in transfer of shares, non-receipt of annual report, non-receipt of dividends etc.
- Approve any requests for transfer / transmission of shares lodged with the Company/ RTA.
- Approve any request for issue of duplicate share certificates.
- Sub divide or consolidate share certificates.
- Issue certificates in lieu of mutilated, decrepit and other certificates whose pages on the reverse have been fully utilized.

The Registrar and Share Transfer Agent, (RTA), MUFG Intime India Private Limited attends to all grievances of the Members received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders Relationship Committee meetings are circulated to the Board and 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. Members are requested to update their telephone numbers and e-mail addresses with RTA to facilitate prompt action.

DETAILS OF MEMBERS' COMPLAINTS

The total number of complaints received and resolved during the year ended March 31, 2025 was as follows:

Sr. No.	Particulars	Number of Complaints
1	No. of Investors Complaints pending at the beginning of the year	0
2	No. of Investors Complaints received during the year	2
3	No. of Investors Complaints disposed of during the year	2
4	No. of Investors Complaints remaining unresolved at the end of the year.	0



The above table includes Complaints received from SEBI SCORES and BSE by the Company.

There were no complaints outstanding as on March 31, 2025. The number of pending share transfers and pending requests for dematerialization as on March 31, 2025 were Nil. Members/ Investors complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments. No investor grievances remained unattended/ pending for more than thirty days as on March 31, 2025.

(D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition

The Corporate Social Responsibility (CSR) Committee comprises of 3 (three) Directors, Ms. Harshbeena Zaveri, Non-Executive and Non-Independent Director, is the Chairperson of the Committee. The other members of the CSR Committee includes Mr. Satish Rangani (Non-Executive Director) and Mr. Claude Alex D Gama Rose (Independent Director).

The composition of CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. As per Section 135 of the Companies Act, 2013, the Company has actually spent 21 Lakhs during FY 2024-25 on the identified activities. The Company has formulated CSR Policy, which is uploaded on the website of the Company viz. www.snl-bearings.in.

Terms of Reference

- Formulate and recommend to the Board a CSR policy which indicates the activities to be under taken by the Company as specified in schedule VII ensuring that preference is given to the local areas where it operates.
- Recommend the amount of expenditure to be incurred on such activities.
- Monitor the CSR policy from time to time.

Meetings and Attendance:

The CSR Committee met once during the year on March 24, 2025. The requisite quorum was present at the Meeting. The Table below provides the attendance of the CSR Committee members:

Sr. No.	Name	Position	Category	No. of Meetings Attended
1.	Ms. Harshbeena Zaveri	Chairperson	Non-Executive Director	1 of 1
2.	Mr. Satish Rangani	Member	Non-Executive Director	1 of 1
3.	Mr. Claude Alex D'Gama Rose	Member	Independent Director	1 of 1

(E) INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 25, 2025, inter alia, to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairperson of the Company, taking into account the views of the Non-Executive Directors;
- Evaluation of the quality, content 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.

All the Independent Directors were present at this Meeting. Feedback as necessary has been provided to the Chairperson.

**AFFIRMATIONS AND DISCLOSURES:****a. Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the Listing Regulations.

b. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis. Related party transactions have been disclosed under material accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". 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 Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.snlbearings.in.

Transactions of the Company with the promoter/promoter group(s) which hold(s) 10% or more share-holding in the Company are as follows:

(Rs. in Lakhs)

Name of the related party and nature of transactions	Transactions during the year ended		Balances Receivable / (Payable) As at	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Holding Company: NRB Bearings Limited				
• Sale of finished goods	1464	1553	363	160
• Sale of raw material	-	10	-	-
• Sale of special purpose machine / machine spare parts	160	18	-	-
• Purchases of raw materials	115	29	-	-
• Purchases of property, plant and equipment	-	7	-	-
• Reimbursement of expenses	73	4	-	(4)
• Dividend on equity shares	186	172	-	-

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length or fair value basis.

c. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI during the year under review.

The Company has complied with all requirements specified under the listing regulations as well as other regulations and guidelines of SEBI. There was a delay in compliance of 17(1A) of SEBI (LODR) Regulations, 2013, Mr Satish C Rangnani, attained the age of 75 years on November 13, 2023, the



company was required to pass the special resolution before November 13, 2023 i.e. before attaining of 75 years. However, the same was passed by the members through postal ballot on march 18, 2024. In this regard BSE has levied a fine and the company has made a waiver application for the same

For financial year 2022-23, a fine of Rs 11800 (Rupees Eleven Thousand and Eight Hundred) including GST was imposed by BSE since there was an inadvertent delay of two days in scheduling the Board meeting for appointment of an Independent Director under Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d. Vigil Mechanism / Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the Chairperson of the Audit Committee about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.snlbearings.in.

e. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards referred to in Section 133 of the Companies Act, 2013. The material accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

f. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

g. Commodity price risk and Commodity hedging activities

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages its risk through forward booking of contracts, Inventory management and proactive vendor development practices.

h. Details of Utilization of funds:

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement.

i. Certificate from Practicing Company Secretary

The Company has obtained a certificate from Mr. Upendra C Shukla, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such statutory authority and the same forms part of this report.

j. Recommendations of the Committees

During the year under review, the Board has accepted all the recommendations given by the Committees of the Board, which are mandatorily required.

k. Fees paid to Statutory Auditor

During the financial year 2024-25, the Company has paid the statutory fees, certification fees and fees for other services to the statutory auditors. The details of fees paid are disclosed in Note No. 36.1 forming part of the Financial Statements.



I. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the year under review no complaint was received.

Number of Complaints pending at the beginning of financial year	Nil
Number of Complaints Filed during the financial year	Nil
Number of Complaints disposed of during the financial year	Nil
Number of Complaints pending at the end of financial year	Nil

m. The Management Discussion and Analysis Report forms part of the Annual Report and is in accordance with the requirements laid out in Schedule V of the Listing Regulations.

n. The Company has complied with all the mandatory requirements specified in Listing Regulations 17 to 27 and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46 of the Listing Regulations.

o. The status of adoption of non-mandatory requirements as specified in sub-regulation 1 of Regulation 27 of the Listing Regulations are as follows:

i. Shareholder Rights

The Company publishes its Results on its website at www.snlbearings.in which is accessible to the public at large. The same are also available on the website of the Stock Exchange on which the Company's shares are listed and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof.

ii. Modified opinion(s) in audit report

The Financial Statements of the Company for the financial year ended March 31, 2025 does not contain any modified audit opinion.

iii. Reporting of Internal Auditor

The internal auditor reports directly to the Audit Committee and has direct access to the Audit Committee.

The Board reviews the above non-mandatory requirements of the Listing Regulations from time to time.

For and on behalf of the Board of Directors

SNL Bearings Limited

Harshbeena Zaveri

Chairperson

Place : Mumbai

Date : April 27, 2025



SHAREHOLDER'S INFORMATION

DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS HELD

AGM	Financial Year	Date and Time	Venue	Details of Special Resolution Passed
44th	2023-24	September 18, 2024, 03.30 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	-
43rd	2022-23	September 8, 2023, 03.30 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	-
42nd	2021-22	September 6, 2022, 03.30 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs.	Re-appointment of Mr. Claude Alex D'Gama Rose as an Independent Director of the Company for a second term.

Proposed postal ballot

Currently, the Company does not have any proposal to pass any resolution through postal ballot.

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2024-25

DAY AND DATE	Tuesday, September 11, 2025
TIME	12.00 p.m. (IST)
VENUE	The Annual General Meeting shall be held by means of Video Conferencing/ Other Audio Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs
FINANCIAL YEAR	April 1, 2024 to March 31, 2025
BOOK CLOSURE DATES	September 5, 2025, to September 11, 2025 (both days inclusive)

Tentative Calendar for Financial Year ending March 31, 2026

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates
1.	First Quarter Results	July/ August, 2025
2.	Second Quarter & Half Yearly Results	October/ November, 2025
3.	Third Quarter & Nine-months ended Results	January/ February, 2026
4.	Fourth Quarter & Annual Results	April/ May, 2026



Dividend

The Board of Directors at their Meeting held on April 27, 2025, recommended final dividend of Rs. 8.00/- per share (80%) of Rs. 10/- each for the financial year 2024-25, subject to approval of the Members at the ensuing Annual General Meeting. The dividend shall be paid to the Members whose name appear on Company's Register of Members as on Thursday, September 04, 2024. The dividend if declared at the Annual General Meeting shall be paid within 30 (Thirty) days of declaration.

Dividend History

The table below highlights the history of dividends declared by the Company its maiden equity dividend being declared for FY 2015-16 and subsequently continued at enhanced levels:

Sr. No.	Financial year	Date of Declaration of Dividend	Amount declared per share
1.	2015-16	July 27, 2016	Rs. 2.00
2.	2016-17 (Interim Dividend)	February 06, 2017	Rs. 3.00
3.	2017-18	August 1, 2018	Rs. 5.00
4.	2018-19	August 8, 2019	Rs. 5.00
5.	2019 - 20 (Interim Dividend)	March 6, 2020	Rs. 3.00
6.	2020-21	September 20, 2021	Rs. 4.50
7.	2021-22	September 6, 2023	Rs. 6.50
8	2022-23	September 8, 2023	Rs. 6.50
9	2023-24	September 18, 2024	Rs. 7.00

Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund, a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.snlbearings.in.

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules), shares on which dividend remains unpaid or unclaimed by a Member for a period of 7 (seven) consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of 30 (thirty) days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the Members from IEPFA by following the procedure prescribed under the aforesaid rules.

Therefore, it is in the interest of Members to regularly claim the dividends declared by the Company.


Details of Unclaimed Dividend as on March 31, 2025 and due dates for transfer are as follows:

Sr. No.	Financial year	Date of Declaration of Dividend	Unclaimed Amount (Rs.)	Due Date for transfer to IEPF Account
1.	2017-18	August 01, 2018	5,33,595.00	September 05, 2025
2.	2018-19	August 08, 2019	5,03,195.00	September 12, 2026
3.	2019-20 (Interim Dividend)	March 06, 2020	3,14,679.00	April 13, 2027
4.	2020-21	September 20, 2021	4,67,412.30	October 28, 2028
5.	2021-22	September 6, 2022	6,64,548.25	October 13, 2029
6.	2022-23	September 8, 2023	6,70,911.75	October 10, 2030
7.	2023-24	September 18, 2024	3,98,593.00	October 20, 2031

As per Regulation 34(3) read with Schedule V of the Listing Regulations, there are no shares in the suspense account.

Distribution of Shareholding as on March 31, 2025

No. of Equity Shares	2025				2024			
	No. of share holders	% of share holders	No. of shares held	% share holding	No. of share holders	% of share holders	No. of shares held	% share holding
Upto 500	5698	95.1888	401011	11.1036	5002	94.6631	379417	10.5057
501- 1000	158	2.6395	117283	3.2475	153	2.8955	116944	3.2381
1001-2000	75	1.2529	103724	2.8720	73	1.3815	105458	2.9200
2001- 3000	23	0.3842	58020	1.6065	22	0.4164	56431	1.5625
3001- 4000	6	0.1002	21543	0.5965	7	0.1325	24911	0.6898
4001- 5000	9	0.1504	41870	1.1593	8	0.1514	36998	1.0244
5001- 10000	9	0.1504	60909	1.6865	13	0.246	91309	2.5283
10001 & above	8	0.1336	2807180	77.7281	6	0.1136	2800072	77.5312
TOTAL	5986	100	3611540	100	5284	100	3611540	100

35,54,925 Equity Shares constituting 98.43% of the share capital have been dematerialized, as on March 31, 2025.



Category	No. of shares held	% of Issued Share Capital
Promoters	2686773	74.39
Mutual Funds and UTI	0	0.00
Foreign Portfolio Investors	0	0.00
Insurance Companies	0	0.00
Bodies Corporate	42779	1.18
Alternate Investment Funds	0	0.00
Non-Resident Indians	52128	1.44
Investor Education and Protection Fund Authority	58344	1.62
Central Government Corporations, Banks/NBFCs	50	0.00
Foreign Nationals	0	0.00
Public/Individuals	771466	21.36
TOTAL	3611540	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

98.43% of the equity shares of the Company have been dematerialized as on March 31, 2025. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with either of the Depositories.

Dematerialization of Shares

Members who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of Members, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Members should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).
- RTA will process the DRF and confirm or reject the request to DP/ depositories.
- Upon confirmation of request, the Member will get credit of the equivalent number of shares in his demat account maintained with the DP.

Consolidation of folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrar & Transfer Agent indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.



Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial 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 Exchanges where the Company's shares are listed. 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.

Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with the applicable Secretarial Standard.

The Company's shares are listed on the BSE and the listing fees have been paid to the Exchange:

Stock Exchange	Stock Code
BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 023	505827

Listing fees for the year 2024-25 has been paid to the Stock Exchange- BSE Limited

The Company has entered into agreements with NSDL during the year 2002-03 and has been allotted ISIN No. INE568F01017. The Company has also entered into agreement with CDSL during the year 2009-10.

Share Price Data

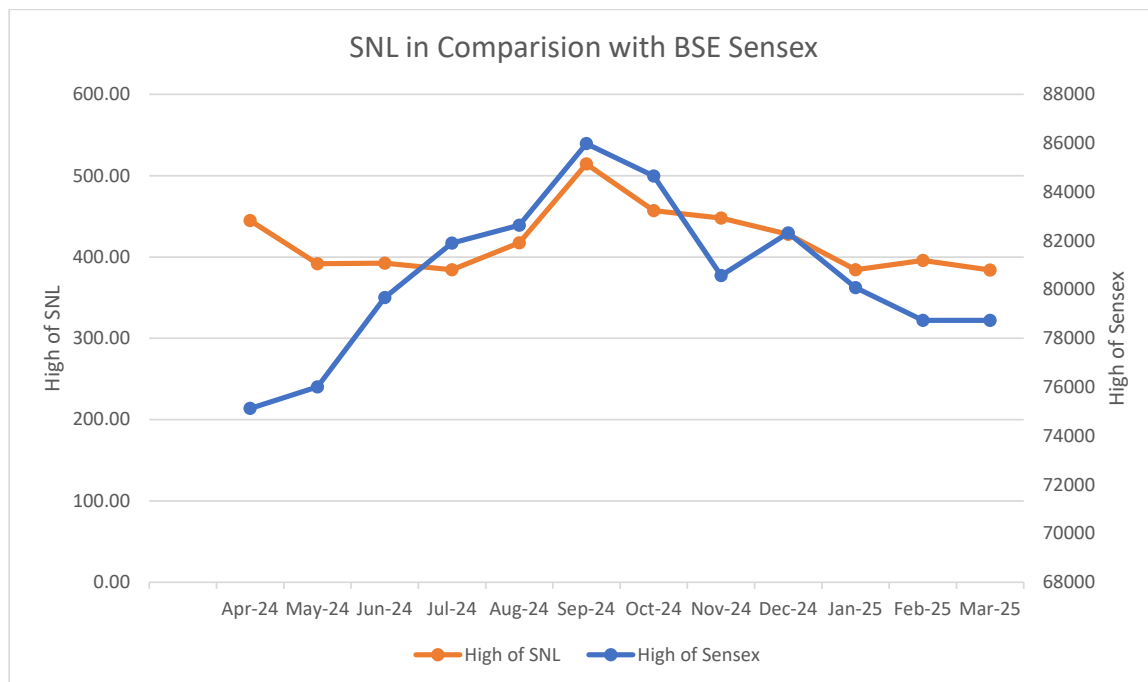
FY 2024-25	BSE		
MONTHS	HIGH (Rs.)	LOW (Rs.)	VOLUME (Nos.)
April 2024	444.90	291.5	200241
May 2024	391.85	350.1	85774
June 2024	392.50	319.7	88394
July 2024	384.40	354.5	57034
August 2024	417.50	350.2	113466
September 2024	514.40	403	191389
October 2024	457.00	393	45524
November 2024	448.00	381.65	49234
December 2024	427.95	370.55	37769
January 2025	384.45	335.75	32494
February 2025	395.90	320.8	46846
March 2025	383.95	326.05	45049

Particulars	BSE
Closing share price as on March 31, 2025 (Rs.)	358.90
Market Capitalization as on March 31, 2025 (Rs. in Cr.)	129.62



Performance of share price in comparison with the broad-based indices viz. BSE Sensex:

The Chart below shows the comparison of your Company's share price movement on BSE vis-à-vis the movement of the BSE Sensex for the financial year ended March 31, 2025 (based on month end closing):



MEANS OF COMMUNICATION TO SHAREHOLDERS

- (i) The Un-audited 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 as per the requirement of the Listing Regulations.
- (ii) The approved financial results are forthwith sent to the Stock Exchange and are published in Free Press Journal a national English newspaper and in Navshakti a local language (Marathi) newspaper, within forty-eight hours of approval thereof.
- (iii) The Company's financial results and official press releases are displayed on the Company's website- www.snlbearings.in.
- (iv) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- (v) Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- (vi) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE Limited are filed electronically through BSE Listing Centre.
- (vii) A separate dedicated section under "Investors", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/ half yearly results and other relevant information of interest to the investors/ public.
- (viii) SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a Company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.



- (ix) The Company has designated the email id investorcare@snlbearings.in exclusively for investor relations, and the same is prominently displayed on the Company's website www.snlbearings.in.

Share Transfer System

In terms of Regulation 40(9) of the Listing Regulations, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode in view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest. Members can contact the Company or Company's Registrars and Transfer Agents, MUFG Intime India Private Limited for assistance in this regard.

Nomination

Shareholders of physical shares can nominate a person for the shares held by them. Requisite nomination forms shall be circulated by the Company to the Members who are advised to avail of this facility.

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 depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. 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. The Company complies with the SEBI requirement.

Service of documents through electronic mode

As a part of Green Initiative, the members who wish to receive the Notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited; to its dedicated e-mail id i.e., rnt.helpdesk@in.mpms.mufig.com or to the Company to its dedicated e-mail id i.e., investorcare@snlbearings.in.

Credit Rating

As on March 31, 2025, the Company has been rated 'CRISIL A/Stable' for the Cash Credit Facility and the Company's proposed long-term Bank loan facilities have been rated at 'CRISIL A/ Stable' (Rating reaffirmed).

Address for Correspondence:

Compliance Officer	MUFG Intime India Private Limited	Correspondence with the Company
Ms. Pooja Jeswani Company Secretary Phone: 022-22663698 e-mail: investorcare@snlbearings.in	Unit: SNL Bearing Limited. C-101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400 083, Maharashtra Tel: 022 – 28207203-05, Fax: 022 - 28207207 e-mail: rnt.helpdesk@in.mpms.mufig.com	SNL Bearings Limited, Dhannur, 15, Sir P. M. Road, Fort, Mumbai - 400001 Phone: 022-22663698

Plant Locations:

The Company has the following manufacturing and operating Divisions:

Ranchi	Ratu Road, Ranchi - 835 222
--------	-----------------------------

**COMPLIANCE CERTIFICATE OF THE AUDITORS**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations and the same is annexed to this Report.

D E C L A R A T I O N**Compliance with the Code of Conduct**

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of SNL Bearings Limited for the year ended March 31, 2025.

For and on behalf of the Board of Directors
SNL Bearings Limited

Harshbeena Zaveri
Chairperson
DIN-00003948

Satish Rangani
Director
DIN-00209069

Place: Mumbai
Date: April 27, 2025

**CEO/CFO CERTIFICATION**

We, Lalit Pandey, Chief Executive Officer and R. N. Sahu, Chief Financial Officer of SNL Bearings Limited (the Company), hereby certify to the Board of Directors that:

- a. We have reviewed the financial statements and the cash flow statement for the year 2024-25 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operations of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and;
 - iii. There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For SNL Bearings Limited

Lalit Pandey
Chief Executive Officer

Date: April 27, 2025

R. N. Sahu
Chief Financial Officer

**DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel and the same has been placed on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended March 31, 2025.

For SNL Bearings Limited

Lalit Pandey
Chief Executive Officer

Date: April 27, 2025

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE****To the Members of SNL Bearings Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 30 October 2024.
2. We have examined the compliance of conditions of corporate governance by SNL Bearings Limited ('the Company') for the year ended on 31 March 2025, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2025.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Bharat Shetty

Partner

Membership No.: 106815

UDIN: 25106815BMJIFF4696For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

Place: Mumbai**Date:** 27 April 2025



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
SNL Bearings Limited,
Dhannur, 15, Sir P.M. Road,
Fort, Mumbai - 400 001.

I have examined the relevant registers, records, books, form, returns and disclosures received from the Directors of SNL Bearings Limited, (CIN L99999MH1979PLC134191), having Registered Office at Dhannur, 15, Sir P.M. Road, Fort, Mumbai - 400 001 (the Company), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verification (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanation furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India and/or Ministry of Corporate Affairs:

Sr. No.	Name of the Director & DIN	Designation	Date of Appointment in the Company
1	Ms. Harshbeena Sahney Zaveri (DIN: 00003948)	Non Executive, Non-Independent Director	31/07/2000
2	Mr. Satish Chellaram Rangani (DIN: 00209069)	Non Executive, Non-Independent Director	31/07/2000
3	Mr. Arvinder Singh Gurmukh Singh Kohli (DIN: 08135020)	Non Executive, Non-Independent Director	17/05/2018
4	Mr. Claude Alex D'Gama Rose (DIN: 01494440)	Non Executive, Independent Director	17/05/2018
5	Mr. Kaiyomarz Minoo Marfatia (DIN: 03449627)	Non Executive, Independent Director	31/05/2021
6	Ms. Reshmi Ramesh Panicker (DIN: 05178086)	Non Executive, Independent Director	09/02/2023

Note: Ensuring the eligibility for appointment/continuing as Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification of documents/information available to me. 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.

UDIN: F002727G000510971
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 30/05/2025

(U. C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654



INDEPENDENT AUDITOR'S REPORT

To the Members of SNL Bearings Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of SNL Bearings Limited ('the Company'), which comprise the balance sheet as at 31 March 2025, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the 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 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 Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income (loss)), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing 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 financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

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

We have determined that there are no key audit matters to communicate in our report.

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

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Report on Corporate Governance but does not include the financial statements and our auditor's report thereon which we have obtained prior to date of this auditor's report, and the annual report which is expected to be made available after that date.

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



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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

6. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. The Board of Directors of the Company are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud



may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
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.

Report on Other Legal and Regulatory Requirements

13. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
14. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
15. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying financial statements;
 - b) 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), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c) The financial statements dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
- e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
- f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 15(b) above on reporting under section 143(3)(b) of the Act 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 financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company as detailed in note 43 (A) to the financial statements has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - 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 ended 31 March 2025;
 - iv.a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(viii) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(v) to the financial statements, no funds have been received by the Company from any person or entity, including foreign entities ('the 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 performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.



- v. The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 41(B) to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. As stated in note 52(ix) to the financial statements and based on our examination which included test checks except for instance / matter mentioned below, the Company, in respect of financial year commencing on or after 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with other than the consequential impact of the exception given below. Furthermore, except for the instances mentioned below the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted	Details of Exception
Instance of accounting software used for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at the database level for accounting software, to log any direct data changes, used for maintenance of all accounting records by the Company.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

UDIN: **25106815BMJIFE2591**

Place: Mumbai

Date: 27 April 2025



Annexure I referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of SNL Bearings Limited on the financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant and equipment ('PPE') and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets and intangible assets under development.
- (b) The Company has a regular programme of physical verification of its PPE under which the assets are physically verified once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, the PPE has been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is a lessee), disclosed in note 4 to the financial statements, are held in the name of the Company. For properties where the Company is a lessee, the lease arrangements have been duly executed in favour of the Company except in following cases:

Description of property	Right- of- Use Asset Value (₹)	Location	Details of lessor	Period held	Reason for non-execution of lease agreement
Leasehold land (partial area referred in note 4 to financial statements)	NIL	Ranchi - India	SBL Industries Limited	From inception	Lessor is under liquidation from the time lease period came up for renewal

- (d) The Company has not revalued its property, plant and equipment including right-of-use assets or intangible assets (including intangible assets under development) during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of goods-in-transit, these have been confirmed from corresponding receipt and dispatch inventory records.
- (b) As disclosed in note 23 to the financial statements, the Company has been sanctioned a



working capital limit in excess of ₹ 5 crores by banks on the basis of security of current assets. The monthly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit / review.

- (iii) (a) The Company has provided loans and advances (interest free loans and advances) to other parties (employees) during the year amounting to ₹ 0.83 lakhs, out of which balance outstanding as at balance sheet date amounts to ₹ 0.72 lakhs. The Company has not provided any advances in the nature of loans, or guarantee, or security to any other entity during the year.
- (b) The Company has not made any investment, provided any guarantee or given any security during the year. However, the Company has granted loans and advances (interest free loans and advances) to other parties (employees), amounting to ₹ 0.83 lakhs (year-end balance ₹ 0.72 lakhs), and in our opinion, and according to information and explanation given to us are prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments/receipts of principal are regular. Further, no interest is receivable on such loans.
- (d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such other parties.
- (e) The Company has granted loans and advances to other parties (employees) which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans/advances in nature of loan.
- (f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, service tax, duty of customs, sales tax, duty of excise, value added tax, cess, and other material statutory dues, as applicable, have generally been regularly deposited by the Company with the appropriate authorities, except for delay in certain amounts of provident fund. Further the amount of provident fund outstanding at year end for a period of more than six months from the date they become payable are as follows:



Statement of arrears of statutory dues outstanding for more than six months as disclosed in note 43 (A) to the financial statements:

Name of the statute	Nature of the dues	Amount (₹ In lakhs)	Period to which the amount relates	Due Date
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	0.80	April 2019	15 May 2019
		0.78	May 2019	15 June 2019
		0.79	June 2019	15 July 2019
		0.82	July 2019	15 August 2019
		0.79	August 2019	15 September 2019
		0.73	September 2019	15 October 2019
		0.81	October 2019	15 November 2019
		0.82	November 2019	15 December 2019
		0.80	December 2019	15 January 2020
		0.79	January 2020	15 February 2020
		0.76	February 2020	15 March 2020
		0.76	March 2020	15 April 2020
		0.64	April 2020	15 May 2020
		0.62	May 2020	15 June 2020
		0.61	June 2020	15 July 2020
		0.73	July 2020	15 August 2020
		0.75	August 2020	15 September 2020
		0.75	September 2020	15 October 2020
		0.93	October 2020	15 November 2020

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

Name of the statute	Nature of dues	Gross Amount (₹ In lakhs)	Amount paid under Protest (₹ In lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	26	-	A.Y. 2017-18	Assistant Commissioner of Income tax-Mumbai
The Central Sales Tax Act, 1956	Central sales tax(CST)	15	3	F.Y.2011-12 and F.Y.2012-13	Deputy commissioner of commercial of taxes-Ranchi



The Jharkhand Value Added Tax Act, 2005	Value Added tax(VAT)	3	1	F.Y.2011-12 and F.Y.2012-13	Deputy commissioner of commercial of taxes-Ranchi
The Central Excise Tariff Tax Act, 1985	Custom Duty	46	5	F.Y.2008-09 and F.Y.2012-13	Commissioner (Appeals) Central GST & Central Excise
Employees Provident Fund and Miscellaneous Act, 1952	Provident fund	161	112	FY 1986-87 to FY 2002-03	Jharkhand High Court

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of account.
- (ix)(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (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, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi)(a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by



the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv)(a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
 - (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are 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, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
 - (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not 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) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

UDIN: **25106815BMJIFE2591**

Place: Mumbai

Date: 27 April 2025



Annexure – II to the Independent Auditor's Report of even date to the members of SNL Bearings Limited on the financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of financial statements of SNL Bearings Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('IFC 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the IFC Guidance Note issued by the ICAI. Those Standards and the IFC Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 with reference to 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 fi-



financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the IFC Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

UDIN: **25106815BMJIFE2591**

Place: Mumbai

Date: 27 April 2025



(₹ in lakhs)

Balance sheet as at 31 march 2025

Sr. No.	Particulars	Note no.	As at 31 March 2025	As at 31 March 2024
I.	Assets			
1	Non-current assets			
	Property, plant and equipment	4	1,408	1,530
	Capital work in progress	5	-	11
	Intangible assets	6	4	-
	Intangible assets under development	7	12	-
	Financial assets			
	Loans (*)	8	0	0
	Other financial assets	9	76	190
	Income tax assets (net)	10	4	4
	Other non-current assets	11	127	15
	Total non-current assets		1,631	1,750
2	Current assets			
	Inventories	12	1,288	1,087
	Financial assets			
	Investments	13	3,448	1,422
	Trade receivables	14	954	637
	Cash and cash equivalents	15	34	39
	Bank balances other than cash and cash equivalents	16	80	1,659
	Loans	17	1	1
	Income tax assets (net)	18	21	18
	Other current assets	19	46	39
	Total current assets		5,872	4,902
	Total assets		7,503	6,652
II.	Equity and liabilities			
A	Equity			
	Equity share capital	20	361	361
	Other equity	21	6,423	5,591
	Total equity		6,784	5,952
B	Liabilities			
1	Non-current liabilities			
	Financial liabilities			
	Lease liabilities	22	7	7
	Deferred tax liabilities (net)	37.2	162	194
	Total non-current liabilities		169	201
2	Current liabilities			
	Financial liabilities			
	Borrowings	23	-	3
	Lease liabilities (*)	24	0	0
	Trade payables			
	Total outstanding dues of micro enterprises and small enterprises	25	24	30
	Total outstanding dues of creditors other than micro enterprises and small enterprises	26	241	223
	Other financial liabilities	27	138	125
	Other current liabilities	28	93	66
	Provisions		54	52
	Total current liabilities		550	499
	Total liabilities		719	700
	Total equity and liabilities		7,503	6,652

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

The accompanying notes form an integral part of these financial statements

As per our audit report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

Bharat Shetty

Partner

Membership No.: 106815

For and on behalf of the Board of Directors

Harshbeena Zaveri

Director - DIN : 00003948

Claude Alex D'Gama Rose

Director - DIN : 01494440

Ram Narayan Sahu

Chief Financial Officer

Satish Rangani

Director - DIN : 00209069

K M Marfatia

Director - DIN : 03449627

Lalit Pandey

Chief Executive Officer

Arvinder Singh Kohli

Director - DIN : 08135020

Reshmi Panicker

Director - DIN : 05178086

Pooja Jeswani

Company Secretary

Place: Mumbai. Date: 27 April 2025

Place: Mumbai. Date: 27 April 2025



Statement of profit and loss for the year ended 31 march 2025

(₹ in lakhs, except per share data)

Particulars	Note no.	Year ended 31 March 2025	Year ended 31 March 2024
Income:			
Revenue from operations	29	5,119	4,769
Other income	30	260	196
Total income		5,379	4,965
Expenses:			
Cost of materials consumed	31	1,839	1,738
Changes in inventories of finished goods and work-in-progress	32	(39)	(68)
Employee benefits expense	33	935	931
Finance costs	34	1	1
Depreciation and amortisation expense	35	154	157
Other expenses	36	1,075	1,133
Total expenses		3,965	3,892
Profit before tax		1,414	1,073
Income tax expense / (credit):			
Current tax	37	360	248
Deferred tax (net)	37.2	(32)	29
Tax pertaining to earlier years	37	-	14
Total income tax expense		328	291
Net profit after tax		1,086	782
Other comprehensive (loss) / income			
Items that will not be reclassified subsequently to profit or loss	38		
- Remeasurement (loss) / gain on defined benefit plans		(1)	1
- Income tax credit / (expense) relating to item above that will not be reclassified to profit or loss (*)		0	(0)
Other comprehensive (loss) / income for the year		(1)	1
Total comprehensive income for the year		1,085	783
Earnings per equity share			
Face value per share (in ₹)	46	10.00	10.00
Basic and diluted (in ₹)		30.08	21.66

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

The accompanying notes form an integral part of these financial statements

As per our audit report of even date attached

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N / N500013

Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai. Date: 27 April 2025

For and on behalf of the Board of Directors

Harshbeena Zaveri
Director - DIN : 00003948
Claude Alex D'Gama Rose
Director - DIN : 01494440
Ram Narayan Sahu
Chief Financial Officer

Satish Rangani
Director - DIN : 00209069
K M Marfatia
Director - DIN : 03449627
Lalit Pandey
Chief Executive Officer

Arvinder Singh Kohli
Director - DIN : 08135020
Reshmi Panicker
Director - DIN : 05178086
Pooja Jeswani
Company Secretary

Place: Mumbai. Date: 27 April 2025



Statement of Cash Flows for the year ended 31 March 2025

(₹ in lakhs)

Sr. No.	Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A.	Cash flow from operating activities		
	Profit before tax	1,414	1,073
	Adjustments for:		
	Depreciation and amortisation expense	154	157
	Finance costs	1	1
	Interest income from other financial assets measured at amortised cost	(68)	(61)
	Loss on sale of property, plant and equipment	1	-
	Provisions for doubtful trade receivables	1	1
	Profit on sale of current investments	(75)	(11)
	Fair value changes on financial assets measured at FVTPL	(115)	(124)
	Provisions/(reversal) towards slow-moving and non-moving inventory (net)	13	(10)
	Provision for gratuity	13	15
	Provision for leave entitlement	16	14
	Foreign exchange gain (unrealised)	(3)	(1)
	Operating profit before working capital changes	1,352	1,054
	Changes in working capital:		
	Adjustment for (increase)/decrease in operating assets:		
	- Inventories	(214)	134
	- Trade receivables	(318)	13
	- Loans and other non-current and current assets	(120)	16
	Adjustment for (decrease)/increase in operating liabilities:		
	- Trade payables	14	(158)
	- Other financial liabilities, provision and other current liabilities	20	(11)
	Cash generated from operations	734	1,048
	Direct taxes paid	(343)	(227)
	Net cash generated from operating activities (A)	391	821
B.	Cash flow from investing activities		
	Purchase of property, plant and equipment and intangible assets (including movement of capital work in progress)	(34)	(95)
	Purchase of current investments	(3,475)	-
	Sale proceeds of current investments	1,639	238
	Taxes on proceeds from sale of current investments	(41)	(9)
	Sale proceeds of property, plant and equipment	7	-
	Proceeds from bank deposits	1,662	-
	Investments in bank deposits	-	(736)
	Interest received	103	38
	Net cash used in investing activities (B)	(139)	(564)

**Statement of Cash Flows for the year ended 31 March 2025**

(₹ in lakhs)

C.	Cash flow from financing activities		
	Repayment of long term borrowings	(3)	(3)
	Settlement of lease obligations		
	- Cash payments for principal portion (*)	(0)	(0)
	- Cash payments for interest portion (*)	(0)	(1)
	Interest paid (*)	(1)	(0)
	Movement in unclaimed dividend account (including payment to Investor Education and Protection Fund)	(4)	(2)
	Dividends paid on equity shares	(249)	(233)
	Net cash used in financing activities (C)	(257)	(239)
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	(5)	18
	Add: Balance of cash and cash equivalents at the beginning of the year	39	21
	Closing balance of cash and cash equivalents (refer note 15)	34	39

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

Notes to statement of cash flows :

1	Cash and cash equivalents as at year end comprise:	As at 31 March 2025	As at 31 March 2024
	Cash on hand (*)	0	0
	Balances with banks in current accounts	34	39
	Total cash and cash equivalents	34	39

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

2. The above statement of cash flows has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows.

The accompanying notes form an integral part of these financial statements

As per our audit report of even date attached

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No. 001076N / N500013

Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai.
Date: 27 April 2025

For and on behalf of the Board of Directors

Harshbeena Zaveri
Director - DIN : 00003948

Claude Alex D'Gama Rose
Director - DIN : 01494440

Ram Narayan Sahu
Chief Financial Officer

Satish Rangani
Director - DIN : 00209069

K M Marfatia
Director - DIN : 03449627

Lalit Pandey
Chief Executive Officer

Arvinder Singh Kohli
Director - DIN : 08135020

Reshmi Panicker
Director - DIN : 05178086

Pooja Jeswani
Company Secretary

Place: Mumbai.
Date: 27 April 2025



Statement of Changes in Equity for the year ended 31 March 2025

A. Equity share capital (refer note 20)**(₹ in lakhs unless otherwise specified)**

Particulars	No. of shares	Amount
As at 1 April 2023	36,11,540	361
Changes in equity share capital during the year	-	-
As at 31 March 2024	36,11,540	361
Changes in equity share capital during the year	-	-
As at 31 March 2025	36,11,540	361

B. Other equity (refer note 21)**(₹ in lakhs)**

Particulars	Reserves and surplus		Total
	Capital redemption reserve	Retained earnings	
Opening balance as at 1 April 2023	1,000	4,043	5,043
Transactions during the year			
Net profit for the year	-	782	782
Add: Other comprehensive income (gain) for the year (net of tax) (refer note 38)	-	1	1
Less: Dividend on equity shares for FY 2022-23 - ₹ 6.5 per share (previous year : ₹ 6.5)	-	(235)	(235)
Balance as at 31 March 2024	1,000	4,591	5,591
Transactions during the year			
Net profit for the year	-	1,086	1,086
Add: Other comprehensive income (loss) for the year (net of tax) (refer note 38)	-	(1)	(1)
Less: Dividend paid on equity shares for FY 2023-24 - ₹ 7.0 per share (previous year : ₹ 6.5)	-	(253)	(253)
Balance as at 31 March 2025	1,000	5,423	6,423

The accompanying notes form an integral part of the financial statements

As per our audit report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

Bharat Shetty

Partner

Membership No.: 106815

Place: Mumbai.

Date: 27 April 2025

For and on behalf of the Board of Directors

Harshbeena Zaveri

Director - DIN : 00003948

Claude Alex D'Gama Rose

Director - DIN : 01494440

Ram Narayan Sahu

Chief Financial Officer

Place: Mumbai.

Date: 27 April 2025

Satish Rangani

Director - DIN : 00209069

K M Marfatia

Director - DIN : 03449627

Lalit Pandey

Chief Executive Officer

Arvinder Singh Kohli

Director - DIN : 08135020

Reshmi Panicker

Director - DIN : 05178086

Pooja Jeswani

Company Secretary



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

1 Company information

SNL Bearings Limited ('the Company') established in 1979, is engaged in the manufacturing and marketing of anti-friction bearing products. NRB Bearings Limited ('The holding Company') had acquired the Company on 1 June 2000.

The Company is incorporated under the provisions of the Companies Act as applicable in India. The registered and corporate office of the Company is situated at Dhannur, 15, Sir P. M. Road, Fort, Mumbai 400 001, Maharashtra.

2 Basis of preparation

SNL Bearings Limited is listed on Bombay Stock Exchange (BSE). The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of the Companies Act, 2013 ("the Act"), other relevant provisions of the Act, the presentation and disclosure requirement of Division II of Schedule III to the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies have been consistently applied for all the periods presented in the financial statements.

These financial statements of the Company as at and for the year ended 31 March 2025 were approved and authorised by the Company's Board of Directors on 27 April 2025. The revision to the financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

The financial statements have been prepared on an accrual basis using the historical cost convention, except for the following assets and liabilities:

- i) Certain financial assets and liabilities that are measured at fair value
- ii) Defined benefit plans - plan assets measured at fair value

All the amounts disclosed in financial statements and notes have been rounded off to the nearest lakhs, as per the requirement of Schedule III unless otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3 Material accounting policies

a. Foreign currency transactions

The functional currency of the Company is Indian National Rupee (INR) which is also the presentation currency. All other currencies are accounted for as foreign currency.

Transactions denominated in foreign currencies are initially recorded at the exchange rate prevailing at the date of transaction.

Foreign currency monetary items are reported using the closing exchange rates. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transaction. Non-monetary items measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is determined.

Exchange differences on monetary items are recognised in statement of profit and loss in the year in which they arise.

b. Revenue recognition

The Company derives revenues mainly from sale of manufactured goods. Revenue is recognised on satisfaction of performance obligation upon transfer of control (as per the terms of contract) of

**Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025**

promised goods to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, incentives and returns, etc., if any.

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, it is not required to adjust any of the transaction prices for the time value of money.

Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as contract liabilities.

Export entitlement from government authority are duly recognised in the profit and loss as other operating revenue when the right to receive is established as per the terms of scheme in respect of the exports made by the Company with no future related cost and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

c. Other income

Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Apart from the above, the Company recognises interest income on its security deposits given to the Jharkhand State Electricity Board, on acknowledgement of credit by the Board.

Dividend are recognised in statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

d. Income tax

The income tax expense or credit for the period is the tax payable on the current period (Current tax) taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted by the end of the reporting period. Deferred income tax is recognised in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively 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 (including Minimum Alternate Tax credit) are recognised for all deductible temporary differences and unused tax losses or credits only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

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 Company 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 statement of profit and 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.

e. Leases

Measurement and recognition of leases

The Company assesses at contract inception whether a contract is, or contains, a lease. A lease is defined as 'a contract, or part of a contract, that convey the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition, the Company assesses whether the contract meets three key criteria which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Company as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance, fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is remeasured to reflect any reassessment or modification.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or statement of profit and loss, as the case may be.

On the balance sheet, right-of-use assets have been included in property, plant and equipment and lease liabilities have been disclosed under financial liabilities (non-current and current).

The Company has elected to account for short-term leases and leases of low-value assets using the exemption / practical expedient given under Ind AS 116, Leases. Instead of recognising a right-of-use



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

asset and lease liabilities, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit.

f. Impairment of non-financial assets

The carrying amount of the non-financial assets are reviewed at each balance sheet date or if there is any indication of impairment based on internal /external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there were no impairment.

g. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than three months) that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, balance in current accounts with banks and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

h. Inventories

Raw material and components, work in progress, finished goods and stores and spares are stated at "cost or net realisable value whichever is lower". Goods in transit are stated at cost. Cost formula used is weighted average cost. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Costs of conversion and other costs are determined on the basis of standard cost method adjusted for variances between standard costs and actual costs, unless such costs are specifically identifiable, in which case they are included in the valuation at actuals.

i. Investments and financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Trade receivables are initially recognised at their transaction price unless those contain significant financing component determined in accordance with Ind AS 115 and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Measurement

At initial recognition, the Company measures a financial asset, except trade receivables, at fair value plus or minus the transaction costs. In case of financial assets classified at 'fair value through profit or loss', the initial recognition is done at fair value in accordance with para 5.1.1 of Ind AS 109. Further, as an exception to these principles, according to para 5.1.3 read with para 5.1.1 of Ind AS 109, financial assets in the form of trade receivables, are initially measured at their transaction price (as defined in Ind AS 115) unless those contain a significant financing component determined in accordance with Ind AS 115.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **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. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the lifetime credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 "Financial Instruments" requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all trade receivables that do not constitute a financing component. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix.

De-recognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company 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 Company 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.

j. 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 the event of default, insolvency or bankruptcy of the Company or the counterparty.

k. Property plant and equipment (including capital work-in-progress) and depreciation

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and accumulated impairment losses, if any. Historical costs include cost of acquisition inclusive of all attributable cost of bringing the assets to their working condition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is possible 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 derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Capital work-in-progress includes property plant and equipment under construction and not ready for intended use as on the balance sheet date.

On transition to Ind AS, the Company had elected to continue with the carrying value of all of its



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

property, plant and equipment as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of these assets.

Schedule II to the Companies Act, 2013 prescribes useful lives for property, plant and equipment and allows companies to use higher/lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. The management believes that the depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment.

Depreciation/amortisation on Property plant and equipment has been provided on the straight-line method as per the useful life assessed based on technical advice, taking into account the nature of the asset, the estimated use of the asset on the basis of management's best estimation of getting economic benefits from those class of assets. Depreciation is calculated pro-rata from the date of addition or upto the date of disposal as the case may be.

The Company uses its external technical expertise along with historical and industry trends for arriving at the economic life of an asset.

Class of asset	Revised useful life based on SLM (Range)
Building on leasehold land	5 - 50 years
Plant and equipment	4 - 30 years
Furniture and fixtures	6 - 10 years
Vehicles	8 years
Office equipment	3 years
Computer software including servers	3 years

Assets not yet ready for use are recognised as capital work in progress.

Gains / losses arising from disposals of assets are measured as the difference between the net disposal proceeds and the carrying value of the asset on the date of disposal and are recognised in the statement of profit and loss, in the period of disposal.

I. Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss under the head 'Depreciation and amortisation expense'.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Computer software is capitalised at the amounts paid to acquire the respective license for use and the costs incurred towards its development and are amortised over the period of their useful lives, which is generally considered to be a period not exceeding three years, depending upon the nature of the software. The assets' useful lives are reviewed at each financial year end. Amortisation is calculated pro-rata from the date of addition or upto the date of disposal, as the case may be.

Intangible assets under development includes intangible assets which are not ready for intended use as on the balance sheet date.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

are recognised in the statement of profit and loss when the asset is derecognised.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

m. Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Initial difference between the fair value and the transaction proceeds is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are derecognised 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 statement of profit and loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

n. Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in the statement of profit and loss in the period in which they are incurred.

o. Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

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 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. Contingent assets are not recognised, neither disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

p. Employee Benefits

Short term obligations:

Short term employee benefits, including compensated absences that are expected to be settled within twelve months from the reporting date, are recognised as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

Post employment obligations:

The Company operates the following post employment schemes:



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Defined benefit plans:

i) Gratuity: The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to eligible employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting (eligibility) occurs upon completion of five years of service. The Company has obtained insurance policies with the Life Insurance Corporation of India (LIC) and makes an annual contribution to LIC for funding this plan. The Company recognises such obligation net of fair value of plan assets as a liability/asset. Defined benefit plans provision is based on an actuarial valuation by an actuary, using the projected unit credit method. Actuarial gains and losses arising on the remeasurement of defined benefit obligation and experience adjustments are charged/ credited to other comprehensive income. All other costs / reversals are recognised in the statement of profit and loss.

ii) Provident fund: For certain employees, the monthly contribution for Provident Fund is made to a Trust administered by the Company. Both the eligible employees and the Company make monthly contributions, equal to a specified percentage of the covered employee's salary, to the Employees' Provident Fund Trust ('The PF trust'). The PF trust invests in specific designated instruments as permitted by Indian Law. The rate at which the annual interest is payable to the beneficiaries by the PF trust is being administrated by the Government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the PF trust and the notified interest rate.

Defined contribution plans:

Provident fund and family pension fund: Defined contribution plans such as Provident Fund and family pension fund are charged to the statement of profit and loss as incurred. The Company's contribution to the Statutory Provident Fund and family pension fund is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company does not have any obligation other than the contribution made to the fund administered by the government.

Other long term employee benefit obligations:

Compensated absences (other than those considered short term): The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The Company makes provision for compensated absences based on an actuarial valuation by an actuary, using the projected unit credit method. Actuarial gains and losses are charged/credited to the Statement of Profit and loss. The company presents entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

q. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split and reverse share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

r. Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(i) An asset is considered as current when it is:

- a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or
- b. Held primarily for the purpose of trading, or
- c. Expected to be realised within twelve months after the reporting period, or
- d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

(ii) All other assets are classified as non-current.

(iii) Liability is considered as current when it is:

- a. Expected to be settled in the normal operating cycle, or
- b. Held primarily for the purpose of trading, or
- c. Due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

(iv) All other liabilities are classified as non-current.

s. Critical estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The management believes that these estimates are prudent and reasonable and are based upon the management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a comparatively, 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) Property, plant and equipment and intangible assets:

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful lives and residual values are determined as per schedule II to the Companies Act, 2013 or a technical evaluation which are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, to the extent applicable to the asset.

ii) Deferred tax assets:

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the financial statements.

iii) Contingencies:

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies / claim / litigations by / against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025****iv) Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

v) Defined benefit obligation:

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rate of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans such estimates are subject to significant uncertainty.

vi) Fair value measurements:

Management applies valuation techniques to determine fair value of equity shares (where active market quotes are not available). This involves developing estimates and assumptions around volatility, dividend yield which may affect the value of equity shares.

vii) Impairment of assets:

In assessing impairment, management estimates the recoverable amounts of each asset (in case of non-financial assets) based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future cash flows and the determination of a suitable discount rate.

viii) Provisions:

Provisions are recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit plan) are not discounted to their present value and are determined based on best estimate of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

ix) Leases:

Determining the lease term of contracts with renewal and termination options – Company as lessee Ind AS 116 requires the lessee to determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has two lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

When it is reasonably certain to exercise extension option and not to exercise termination option, the Company includes such extended term and ignores termination option in determination of lease term.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Company has taken indicative rates from its bankers and used them for Ind AS 116 calculation purposes.

Estimates and judgements are continuously evaluated. They are based on historical experience and



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

t. Events after report date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

u. Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules, as issued from time to time. During the year ended March 31, 2025, the MCA notified Ind AS 117 – Insurance Contracts and amendments to Ind AS 116 – Leases, specifically relating to sale and leaseback transactions. These changes are applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

Non-current assets

4. Property, plant and equipment

(₹ in lakhs)

Particulars	Leasehold land and buildings thereon (^ ^)	Plant and equipment	Furniture and fixtures	Office equipments	Vehicles (refer note 23)	Computer	Total
Gross carrying value							
As at 1 April 2023	198	2,870	6	6	18	45	3,143
Additions (*)	113	83	12	-	-	0	208
Disposals	-	-	-	-	-	-	-
As at 31 March 2024	311	2,953	18	6	18	45	3,351
Additions (*)	-	28	0	-	-	4	32
Disposals	-	(7)	-	-	-	-	(7)
As at 31 March 2025	311	2,974	18	6	18	49	3,376
Accumulated depreciation							
As at 1 April 2023	107	1,505	5	6	9	34	1,666
Charge for the year (^)	8	136	3	-	1	7	155
Disposal	-	-	-	-	-	-	-
As at 31 March 2024	115	1,641	8	6	10	41	1,821
Charge for the year (^)	8	137	3	-	1	4	153
Disposal	-	(6)	-	-	-	-	(6)
As at 31 March 2025	123	1,772	11	6	11	45	1,968
Net carrying value							
As at 31 March 2024	196	1,312	10	-	8	4	1,530
As at 31 March 2025	188	1,202	7	-	7	4	1,408

Notes:

1)(^) Charge for the financial year includes charge created on Right of use ('ROU') assets of ₹ 0 lakhs* (previous year ₹ 0 lakhs*) for leasehold land. Refer note 49(i).

2) (^ ^) Title deeds not held in the name of the Company.

3) (*) ₹ 0 lakh represents amount lower than ₹ 1 lakh.

4) The Company has not revalued its property plant and equipments in current and previous year.

5) Refer Note 43 for capital commitment disclosure.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Description of item of PPE	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Leasehold land	Nil	SBL Industries Limited	No	From inception	Lessor under liquidation from the time lease period came up for renewal.

The Company's buildings are constructed on leasehold land, wherein the lessor, SBL Industries Limited, is under liquidation with its assets under control of the Official Liquidator. The details of the lease period being expired / to be expiring are as follows: Out of the total leasehold land of 1.46 acres and 139,481 sq. ft., the lease period with respect to 1.46 acres and 88,320 sq. ft. land is valid till 29 August 2081, however the lease period for 39,225 sq. ft. and 11,936 sq. ft. lands had expired on 30 September 2017 and 29 August 2012 respectively. The Company continues to retain possession as lessee and has been regularly depositing the monthly lease rents.

5. Capital work-in-progress (CWIP)

(₹ in lakhs)

Particulars	Amount
Balance as at 1 April 2023	124
Additions (*)	11
Assets capitalised during the year	124
Balance as at 31 March 2024	11
Additions	-
Assets capitalised during the year	11
Balance as at 31 March 2025	-

(*) Includes machines pending for installation as at 31 March 2024.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Ageing of capital work in progress

(₹ in lakhs)

Particulars	Amount in capital work in progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-
As at 31 March 2024					
Projects in progress	11	-	-	-	11
Projects temporarily suspended	-	-	-	-	-
Total	11	-	-	-	11

Note: Basis the assessment performed by management as at 31 March 2025, no projects from above table are overdue as on said date and cost of such projects are not expected to exceed the overall projected cost for completion.

6. Intangible assets

(₹ in lakhs)

Particulars	Computer Software
Gross carrying value	
As at 1 April 2023	28
Additions	-
Disposals	-
As at 31 March 2024	28
Additions	5
Disposals	-
As at 31 March 2025	33
Accumulated amortisation	
As at 1 April 2023	26
Charge for the year	2
Disposal / adjustments	-
As at 31 March 2024	28



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Charge for the year	1
Disposal / adjustments	-
As at 31 March 2025	29
Net carrying value	
As at 31 March 2024	-
As at 31 March 2025	4

7. Intangible assets under development

(₹ in lakhs)

Particulars	Amount
Balance as at 1 April 2023	-
Additions	-
Assets capitalised during the year	-
Balance as at 31 March 2024	-
Additions	12
Assets capitalised during the year	-
Balance as at 31 March 2025	12



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Ageing of intangible assets under development

(₹ in lakhs)

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025					
Projects in progress	12	-	-	-	12
Projects temporarily suspended	-	-	-	-	-
Total	12	-	-	-	12
As at 31 March 2024					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

Note: Basis the assessment performed by management as at 31 March 2025, no projects from above table are overdue as on said date and cost of such projects are not expected to exceed the overall projected cost for completion.

(₹ in lakhs)

8 Loans

Loans to employees(*) (refer note below)

Total loans

(*) ₹ 0 lakh represents amount lower than ₹1 lakh

Break up of security details

Loans receivables considered good - secured

Loans receivables considered good - unsecured

Loans receivables which have significant increase in credit risk

Loans receivables - credit impaired

Total

Loss allowance

Total loans

	As at 31 March 2025	As at 31 March 2024
Loans to employees(*) (refer note below)	0	0
Total loans	0	0
Loans receivables considered good - secured	-	-
Loans receivables considered good - unsecured	0	0
Loans receivables which have significant increase in credit risk	-	-
Loans receivables - credit impaired	-	-
Total	0	0
Loss allowance	-	-
Total loans	0	0

Notes:

a) Refer note 40(A) for information about credit risk.

b) There are no loans and advances in the nature of loans granted to promoters, directors and KMP's or to any other person or firm or private companies in which director or KMP is partner or director or a member.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
9 Other financial assets		
Security deposits	26	26
Bank deposits with more than 12 months maturity(*) (refer note below)	50	164
Total other financial assets	76	190
*Held as lien by bank against bank overdraft facility amounting to ₹ 45 lakhs (previous year : ₹ 45 lakhs)		
Note:		
(i) Refer note 40(A) for information about credit risk.		
(ii) There are no repatriation restrictions with regards to bank balances stated above.		
10 Income tax assets (net)		
Advance taxes (net of provision for tax ₹ 634 lakhs, previous year ₹ 634 lakhs)	4	4
Total non current tax assets	4	4
Non current income tax assets movement :		
Non current income tax assets (net) at the beginning	4	29
Less: Income tax refund (net)	(26)	(30)
Less: Tax pertaining to earlier years	-	(14)
Add: Reclassified from current income tax assets	26	19
Non current income tax assets (net) at the end	4	4
11 Other non-current assets		
Capital advances (refer below note)	2	-
Balance with government authorities	120	8
Prepayments	5	7
Total other non-current assets	127	15

Note:

For capital commitments, refer note 43



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

As at
31 March 2025 As at
31 March 2024

Current assets

12 Inventories

Raw materials, components and packing material (includes goods-in-transit ₹ 39 lakhs (previous year: ₹ 19 lakhs))	466	323
Work-in-progress	315	250
Finished goods (includes goods-in-transit ₹ 85 lakhs (previous year: ₹ 51 lakhs))	428	454
Stores and spares (includes goods-in-transit ₹ 29 lakhs (previous year: ₹ 6 lakhs))	79	60
Total inventories	1,288	1,087

Notes:

- Total provision for inventories as at 31 March 2025 is ₹ 67 lakhs (previous year ₹ 54 lakhs).
- Inventories lying with third parties as at 31 March 2025 is ₹ Nil lakhs (previous year ₹ 6 lakhs).
- There are no inventories written down to net realisable value as at 31 March 2025 (previous year ₹ Nil lakhs)
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

13	Current investments (Quoted)	As at 31 March 2025		As at 31 March 2024	
		Quantity (Nos.)	Amount (₹ in lakhs)	Quantity (Nos.)	Amount (₹ in lakhs)
	Investments in mutual funds measured at fair value through profit and loss:-				
	HDFC Ultra Short Term	-	-	91,37,069	1,288
	HDFC Nifty 100 Fund	9,99,950	142	9,99,950	134
	HDFC Money Market Fund	24,867	1,422	-	-
	Tata Money Market Fund	26,000	1,226	-	-
	Kotak Nifty AAA Bond	47,08,616	507	-	-
	Kotak Crisil - Ibx Financial Services	14,99,925	151	-	-
	Total current investments		3,448		1,422
	Aggregate amount of quoted investments and market value thereof		3,448		1,422
	Aggregate amount of impair- ment in value of investments		-		-

Note

a) Refer note no. 39 for information about fair value measurement.

b) Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
14 Trade receivables		
Receivable from:		
- Related parties [refer note 42(II)]	423	186
- Others	539	458
Less: Allowance for expected credit loss - others	(8)	(7)
Total trade receivables	954	637
Current portion	954	637
Non-current portion	-	-
Break up of security details		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	959	642
Trade Receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	3	2
Total	962	644
Allowance for expected credit loss - Others (refer note 40(A) for information about movement in allowances)	(8)	(7)
Total trade receivables	954	637

Notes:

- Unbilled dues as at 31 March 2025 is ₹ Nil (previous year ₹ Nil).
- Refer note 40(A) and note 40(C) for information about credit risk and market risk of trade receivables.
- No trade or other receivables are due from directors or officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firm or private companies respectively in which director is a partner, a director or a member.
- Trade receivables are not interest bearing and are generally on credit terms in line with respective industry norms i.e. in between 0 to 75 days.
- During the year, the Company made no write-offs of trade receivables, it does not expect to receive future cash flows or recoveries from trade receivables previously written off.
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Ageing of trade receivables (gross of allowance for expected credit loss) as at 31 March 2025

Particulars	Outstanding for the following periods from due date of payments						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	756	202	1	-	-	-	959
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired(*)	-	-	-	2	0	1	3
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total(*)	756	202	1	2	0	1	962

Ageing of trade receivables (gross of allowance for expected credit loss) as at 31 March 2024

Particulars	Outstanding for the following periods from due date of payments						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	451	187	4	-	-	-	642
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired(*)	-	-	-	0	1	1	2
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total(*)	451	187	4	0	1	1	644

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
15 Cash and cash equivalents		
Cash on hand (*)	0	0
Balances with banks in:		
- Current accounts	34	39
Total cash and cash equivalents	34	39

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

Notes:

- There are no repatriation restrictions with regards to the bank balances stated above.
- Refer note 40(A) for information about credit risk.
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

16 Bank balances other than cash and cash equivalents

Bank deposits with original maturity of more than 3 months but less than 12 months (refer note (a) below)	44	1,627
Unpaid dividend accounts (refer note (b) below)	36	32
Total bank balances other than cash and cash equivalents	80	1,659

Financial year-wise breakup of unpaid dividend

2017-18	5	5
2018-19	5	5
2019-20	3	3
2020-21	5	5
2021-22	7	7
2022-23	7	7
2023-24	4	-
Total	36	32

Notes:

- Refer note 40(A) for information about credit risk.
- This represents earmarked balance in respect of unpaid dividend.
- Unclaimed dividend transferred to Investor Education and Protection Fund during the year is ₹ Nil lakhs (31 March 2024 - ₹ 5 lakhs).
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.
- There are no repatriation restrictions with regards to bank balances stated above.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
17 Loans		
Loans to employees	1	1
Total loans	1	1

Break up of security details

Loans considered good - secured	-	-
Loans considered good - unsecured	1	1
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	1	1
Loss allowance	-	-
Total loans	1	1

Notes:

- There are no loans and advances in the nature of loans granted to promoters, directors and KMP's or to any other person or firm or private companies in which director or KMP is partner or director or a member.
- Refer note 40(A) for information about credit risk.
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

18 Income tax assets (net)

Advance tax (net of provision for tax ₹ 360 lakhs, (previous year ₹ 248 lakhs))	21	18
Total current tax assets	21	18

Current tax assets movement :

Current tax assets (net) at the beginning	18	19
Add: Advance tax and tax deducted at source (TDS)	389	266
Less: Current tax expense	(360)	(248)
Less: Reclassified to non-current income tax assets	(26)	(19)
Current tax assets (net) at the end	21	18



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
19 Other current assets		
Advance to suppliers	1	1
Advances to employees (*)	0	1
Balance with government authorities	38	15
Prepayments	7	10
Gratuity plan assets (net) (refer note 44(B)(1)(iv))	-	12
Total other current assets	46	39

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

Notes:

- No receivables are due from directors or officers of the Company either severally or jointly with any other person, nor receivables are due from firm or private companies respectively in which director is a partner, a director or a member.
- Also refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Company.

20 Equity share capital

Authorised:

6,000,000 (previous year : 6,000,000) equity shares of ₹ 10 each	600	600
1,000,000 (previous year: 1,000,000) 11% cumulative redeemable preference shares of ₹ 100 each	1,000	1,000
Total authorised capital	1,600	1,600

Issued *:

4,054,376 (previous year: 4,054,376) equity shares of ₹ 10 each	405	405
Total issued capital	405	405

Subscribed and Paid-up capital:

3,611,540 (previous year: 3,611,540) equity shares of ₹ 10 each fully paid up	361	361
Total subscribed and paid up capital	361	361

* Includes 442,836 equity shares of ₹10 each which were not subscribed.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(i) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31 March 2025		As at 31 March 2024	
	(In nos.)	(₹ in lakhs)	(In nos.)	(₹ in lakhs)
Equity shares:				
Balance as at the beginning of the year	36,11,540	361	36,11,540	361
Issued during the year	-	-	-	-
Balance as at the end of the year	36,11,540	361	36,11,540	361

(ii) Rights attached to equity shares:

- The Company declares and pays dividend in Indian Rupee. Dividend proposed by the board of directors is subject to approval by shareholders in the ensuing Annual General Meeting. (refer note 41 (B)).
- The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provision of the Companies Act, 2013.
- Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and shall have the right to vote in proportion to his share of the paid-up capital of the Company.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Rights attached to preference shares:

The Company has one class of preference share. The preference shares have preferred right on payment of dividend and repayment of capital over equity shareholders. No preference shares are issued / subscribed during the year or as at reporting date.

(iv) Details of allotment of shares for consideration other than cash, allotments of bonus shares and shares bought back during past five years immediately preceeding 31 March 2025:

- Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash - Nil
- Aggregate number and class of shares allotted as fully paid up by way of bonus shares - Nil
- Aggregate number and class of shares bought back - Nil



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(v) Details of shareholders holding more than 5% equity shares in the Company:

Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	Number of shares held	% of holding	Number of shares held	% of holding
NRB Bearings Limited - Holding company	26,52,762	73.45 %	26,52,762	73.45%

(vi) Details of shareholding of promoter and promoter group of the company:

Name of shareholder	As at 31 March 2025			As at 31 March 2024		
	Number of shares held	% of holding	% change during the Year	Number of shares held	% of holding	% change during the Year
NRB Bearings Limited - Holding company	26,52,762	73.45 %	-	26,52,762	73.45%	-
Harshbeena Zaveri	34,011	0.94 %	-	34,011	0.94%	-
Total	26,86,773	74.39 %	-	26,86,773	74.39 %	-

Name of shareholder	As at 31 March 2024			As at 31 March 2023		
	Number of shares held	% of holding	% change during the Year	Number of shares held	% of holding	% change during the Year
NRB Bearings Limited - Holding company	26,52,762	73.45%	-	26,52,762	73.45%	-
Harshbeena Zaveri	34,011	0.94%	-	34,011	0.94%	-
Total	26,86,773	74.39 %	-	26,86,773	74.39 %	-

Note

As per records of the Company including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
21 Other equity		
Reserves and surplus		
Capital redemption reserve	1,000	1,000
Retained earnings	5,423	4,591
Total reserves and surplus	6,423	5,591
 Capital redemption reserve		
Opening balance	1,000	1,000
Closing balance	1,000	1,000
 Retained earnings		
Opening balance	4,591	4,043
Add: Profit for the year	1,086	782
Less: Dividend on equity shares - ₹ 7.0 per share (FY 2023-24) (₹ 6.5 per share (FY 2022-23)) (refer note 41(B))	(253)	(235)
Less: Other items of other comprehensive income - (loss) / gain	(1)	1
Closing balance	5,423	4,591
 Nature and purpose -		
Capital redemption reserve		
The Company had issued preference shares in earlier years and accordingly capital redemption reserve has been created pursuant to the Companies Act 2013 and the same will be utilised as per the provisions of the Act.		
 Retained earnings		
Retained earnings represents the profits that the Company has earned till date including gain / (loss) on fair value of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.		
 <u>Non-current liabilities</u>		
22 Lease liabilities		
Lease liabilities (refer note 49(iii))	7	7
Total lease liabilities	7	7



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
<u>Current liabilities</u>		
23 Borrowings		
Current maturities of term loan from bank - secured(*)	-	3
Total borrowings	-	3
*Secured by first exclusive charge by way of hypothecation over vehicle purchased during the previous year.		
Notes:		
a) The Company had access to the undrawn borrowing facilities amounting to ₹ 545 lakhs at the end of the reporting year, which is secured by first pari passu charge on the current assets of the Company.		
b) Refer note 40(B) and 40(C) for liquidity and market risk.		
c) Refer Note no 41 for capital management.		
d) Refer note no. 51 for net debt reconciliation.		
e) The Company had access to the undrawn borrowing facilities amounting to ₹ 545 lakhs at the end of the reporting year, which is secured by first pari passu charge on the current assets of the Company.		
f) Refer note 52 for filings made by the Company.		
Terms of repayment		
i) The loan was repayable in 37 monthly installments of ₹ 0.30 lakhs each starting from 31 December 2021. The rate of interest of term loan was 7.73% per annum.		
ii) During the current year, the Company has paid 9 monthly installments and there is no default in payment of installments.		
24 Lease liabilities		
Lease liabilities (refer note 49(iii))(*)	0	0
Total lease liabilities	0	0
(*) ₹ 0 lakh represents amount lower than ₹1 lakh		
25 Trade payables		
Total outstanding dues of micro enterprises and small enterprises (also refer note 48)	24	30
Total outstanding dues to creditors other than micro enterprises and small enterprises(*)	241	223
(*) It also includes amount due to related party amounting to ₹ Nil lakhs (previous year: ₹ 4 lakhs) (refer note 42(II))		
Total trade payables	265	253



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Ageing of trade payables

(₹ in lakhs)

Particulars	Outstanding for the following periods from due date of payments					
	Not due (refer note below)	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025						
(i) MSME	21	3	-	-	-	24
(ii) Others	142	92	7	-	-	241
(iii) Disputed dues (MSMEs)	-	-	-	-	-	-
(iv) Disputed dues (Others)	-	-	-	-	-	-
As at 31 March 2024						
(i) MSME	30	-	-	-	-	30
(ii) Others	138	85	-	-	-	223
(iii) Disputed dues (MSMEs)	-	-	-	-	-	-
(iv) Disputed dues (Others)	-	-	-	-	-	-

Notes:

- a) From total payables mentioned above, payables against unbilled dues are 42 lakhs (previous year : ₹ 43 lakhs)
b) Refer note 40(B) and 40(C) for liquidity and market risk.

(₹ in lakhs)

26 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Unpaid dividends (unclaimed) (refer note (a) below)	36	32
Employee related payables (refer note (b) below)	96	93
Payables for capital goods (refer note (c) below)	6	-
Total other financial liabilities	138	125

Notes:

- a) There are no amounts due for payment to the Investor Education and Protection Fund (IEPF) under Section 125 of the Companies Act, 2013 as at the year end. During the year ₹ Nil lakhs (31 March 2024 - ₹ 5 lakhs) has been transferred to IEPF.
b) It also includes amount due to related party amounting to ₹ 14 lakhs (previous year: ₹ 16 lakhs) (refer note 42(II)).
c) For capital commitment disclosure, refer note 43 (b).



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
27 Other current liabilities		
Statutory dues	90	58
Revenue received in advance	2	7
Contract liabilities (Unearned revenue)	1	1
Total other current liabilities	93	66
Changes in contract liabilities are as follows:		
Balance at the beginning of the year	1	-
Revenue recognised that was included in the contract liability balance at the beginning of the year	1	-
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	1	1
Balance at the end of the year	1	1
Note :		
Movement contract liabilities is due to the difference between opening and closing balance of the contract liabilities resulting from the timing differences between the performance obligation and customer payment.		
28 Provisions		
Provision for employee benefits		
- Compensated absences (refer note 44(C))	53	52
- Gratuity (refer note 44(B)(1)(iv))	1	-
Total provisions	54	52



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
29 Revenue from operations		
Sale of products		
Finished goods - Bearings (also refer note 42(II))	4,771	4,620
Other operating revenues		
Sale of raw materials (also refer note 42(II))	-	10
Sale of machinery (also refer note 42(II))	258	46
Scrap sales	90	93
Total revenue from operations	5,119	4,769
Disaggregated revenue		
Revenue based on geography (also refer note 45(b))		
Within India	4,998	4,639
Outside India	121	130
	5,119	4,769
Revenue based on timing of recognition		
Point in time	5,119	4,769
Over period of time	-	-
	5,119	4,769
Reconciliation of revenue from operations with contract price		
Contract Price	5,126	4,774
Less: Discounts, incentives and others	(7)	(5)
	5,119	4,769
Notes:		
(a) Also refer note 27 for movement in contract liabilities. There are no contract assets as at and for the year ended 31 March 2025 and 31 March 2024.		
(b) Revenue is recognised on satisfaction of performance obligation upon transfer of control (as per the terms of contract) of promised goods to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods.		
30 Other income		
Fair value changes on financial assets measured at FVTPL	115	124
Interest income from other financial assets measured at amortised cost	68	61
Profit on sale of investments	75	11
Miscellaneous income	2	-
Total other income	260	196



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
31 Cost of materials consumed		
Raw material consumed		
Opening stock	323	480
Add: Purchases (also refer note 42(II))	1,982	1,581
Less: Closing stock (also refer note 12)	(466)	(323)
Total cost of materials consumed	1,839	1,738
32 Changes in inventories of finished goods and work-in-progress		
At beginning of the year		
Work-in-progress	250	211
Finished goods	454	425
	704	636
At end of the year (also refer note 12)		
Work-in-progress	315	250
Finished goods	428	454
	743	704
Total changes in inventories of finished goods and work-in-progress	(39)	(68)
33 Employee benefits expense		
Salaries, allowances and other benefits (*) (refer note 44(B)(I)(v))	832	825
Directors sitting fees and commission (also refer note 42(II))	21	20
Contribution to provident and other funds (refer note 44(A))	42	49
Staff welfare expenses	40	37
Total employee benefits expense	935	931
(*) Includes amount paid to KMPs and related parties ₹ 22 lakhs (previous year ₹ 27 lakhs) (refer note 42(II))		
34 Finance costs		
On financial liabilities measured at amortised cost		
Interest expense on term loan (*)	0	0
Interest expense on lease liabilities [refer note 3 (e) and note 49 (ii)]	1	1
Total finance costs	1	1
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
35 Depreciation and amortisation expense		
Depreciation on property, plant and equipment (refer note 4)	153	155
Amortisation on right of use assets (refer note 49)(I)) (*)	0	0
Amortisation on intangible assets (refer note 6)	1	2
Total depreciation and amortisation expense	154	157
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		
36 Other expenses		
Consumption of stores and spare parts	297	378
Processing charges	79	86
Power and fuel	253	314
Repairs and maintenance		
Buildings	9	6
Plant and equipment	64	84
Others	5	2
Office and administrative expenses	57	47
Rent (also refer note 49 (ii))	4	4
Rates and taxes	16	3
Legal and professional fees (also refer note 42(II))	138	69
Selling and distribution expenses	66	59
Expenditure on Corporate Social Responsibility (refer note 47)	21	20
IT support services	9	9
Provision for doubtful trade receivables (refer note 40(A))	1	1
Net loss on foreign currency transactions and translation	4	7
Auditors' remuneration (refer note 36.1 below)	18	11
Loss on sale of property, plant and equipments	1	-
Miscellaneous expenses	33	33
Total other expenses	1,075	1,133



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
36.1 Auditors' remuneration (excluding goods and services tax)		
Statutory audit and limited review	8	8
Tax audit	1	1
Goods and services tax audit & others	8	2
Reimbursement of expenses (*)	1	0
Total auditors' remuneration	18	11
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		
37 Tax expense		
Current tax expense		
Current tax for the year	360	248
Tax adjustment in respect of earlier years	-	14
Total current tax expense	360	262
Deferred taxes		
Relating to origination and reversal of temporary differences through statement of profit and loss	(32)	29
Relating to origination and reversal of temporary differences through Other Comprehensive Income (*)	(0)	0
Total deferred tax expense / (credit) (net)	(32)	29
Total tax expense	328	291
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		
37.1 Tax reconciliation (for profit and loss, including OCI)		
Profit before income tax expense	1,414	1,073
Tax at the rate of 25.17% (previous year : 25.17%)	356	270
<u>Adjustments</u>		
Tax adjustment in respect of earlier years	-	14
Non deductible expense for tax purpose	5	5
<u>Income taxed at lower rate</u>		
- Sale of mutual funds	(41)	(9)
- Others	8	11
Income tax expense	328	291



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

37.2 Deferred tax related to the following:

(₹ in lakhs)

Deferred tax liabilities (net)	As at 31 March 2025	Recognised through profit and loss charge / (credit)	Recognised through other comprehensive income charge / (credit)	As at 31 March 2024
Deferred tax liabilities on account of:				
Difference between book and tax depreciation	146	(1)	-	147
Remeasurement gain on defined benefits plan towards gratuity (*)	(0)	(3)	(0)	3
Unrealised capital gain on mutual funds	37	(28)	-	65
Total deferred tax liabilities (*)	183	(32)	(0)	215
Deferred tax assets on account of:				
Provision for IND AS 116 (Lease liabilities) (*)	2	0	-	2
Provision for doubtful trade receivables (*)	2	(0)	-	2
Provision for compensated absence (*)	13	(0)	-	13
Provision for provident fund	4	-	-	4
Total deferred tax assets (*)	21	(0)	-	21
Total deferred tax liabilities (net) (*)	162	(32)	(0)	194

Deferred tax liabilities (net)	As at 31 March 2024	Recognised through profit and loss charge / (credit)	Recognised through other comprehensive income charge / (credit)	As at 31 March 2023
Deferred tax liabilities on account of:				
Difference between book and tax depreciation	147	1	-	146
Remeasurement gain on defined benefits plan towards gratuity (*)	3	3	0	-
Unrealised capital gain on mutual funds	65	25	-	40
Total deferred tax liabilities (*)	215	29	0	186
Deferred tax assets on account of:				
Provision for IND AS 116 (Lease liabilities) (*)	2	0	-	2
Provision for doubtful trade receivables (*)	2	0	-	2
Provision for compensated absence	13	-	-	13
Provision for provident fund (*)	4	0	-	4
Total deferred tax assets (*)	21	0	-	21
Total deferred tax liabilities (net) (*)	194	29	0	165

*₹ 0 lakh represents amount lower than ₹ 1 lakh

Note:

The Company offsets tax assets and tax liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and entity's intention is to settle on a net basis or to realise the assets and liabilities simultaneously, and deferred tax assets and deferred tax liabilities related to the income taxes levied by the same tax authorities.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
38 Other comprehensive income (loss) / gain		
Items that will not be reclassified to profit or loss		
Actuarial (loss) / gain on remeasurements of defined benefit plans (refer note 44(B)(vi))	(1)	1
Tax on above	0	(0)
Total other comprehensive income	(1)	1
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		

39 Fair value measurements

Financial instruments by category:

(₹ in lakhs)

Particulars	31 March 2025			31 March 2024		
	FVOCI	FVTPL [^]	Amortised cost	FVOCI	FVTPL [^]	Amortised cost
Financial assets - Non-current						
Loans (*)	-	-	0	-	-	0
Other financial assets	-	-	76	-	-	190
Financial assets - Current						
Investments	-	3,448	-	-	1,422	-
Trade receivables (net)	-	-	954	-	-	637
Cash and cash equivalents	-	-	34	-	-	39
Bank balance other than cash and cash equivalents	-	-	80	-	-	1,659
Loans	-	-	1	-	-	1
	-	3,448	1,145	-	1,422	2,526
Financial liabilities - Non-current						
Lease liabilities	-	-	7	-	-	7
Financial liabilities - Current						
Borrowings	-	-	-	-	-	3
Lease liabilities(*)	-	-	0	-	-	0
Trade payables	-	-	265	-	-	253
Other financial liabilities	-	-	138	-	-	125
	-	-	410	-	-	388

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

[^] There are no financial liabilities measured at fair value

Note:- The carrying value of loans, other non current financial assets, trade receivables, cash and cash equivalents, bank balance other than cash and cash equivalents, borrowings, trade payables, lease liabilities and other current financial liabilities recorded at amortised cost, is considered to be a reasonable approximation of fair value.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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 below.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) 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: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

Financial assets and liabilities measured at fair value - recurring fair value measurements Financial assets

Investments at fair value through profit or loss

(₹ in lakhs)

Particulars	Level 1	Level 2	Level 3	Total
As at 31 March 2025				
Mutual funds	3,448	-	-	3,448
Total	3,448	-	-	3,448
As at 31 March 2024				
Mutual funds	1,422	-	-	1,422
Total	1,422	-	-	1,422

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include :

The fair values for investment in mutual fund are based on the published NAV's and other financial assets/liabilities are based on discounted cash flows using a discount rate determined considering Company's incremental borrowing rate.

The carrying amounts of all the above assets are considered to be approximately equal to the fair value.

Mutual fund investment have been categorised into level 1 (recurring fair value measurement) of fair value hierarchy.

40 Financial risk management

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, investments and cash and cash equivalents and other



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

bank balances other than cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks.

A Credit risk

The Company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management

To manage credit risk, the Company follows a policy of providing 0-75 days credit to the domestic and export customers basis the nature of customers. The credit limit policy is established considering the current economic trends of the industry in which the Company is operating. However, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Bank balances are held with only high rated banks and majority of other security deposits are placed majorly with government agencies/public sector undertakings.

The Company periodically monitors the recoverability and credit risks of its other financial assets. The Company evaluates 12 months expected credit losses for all the financial assets for which credit risk has not increased significantly. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

The Company has considered financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad or doubtful receivables and ageing of receivables related to cash and cash equivalents, bank balances, bank and margin deposits, security deposits and other financial assets. In most of the cases, risk is considered low since the counterparties are reputed organisations with no history of default to the Company and no unfavourable forward looking macro economic factors. Wherever applicable, expected credit loss allowance is recorded.

Financial assets (other than trade receivables) are written off (i.e., derecognised) when there is no reasonable expectation of recovery.

Following table gives details in respect of revenues generated from top customer and top 5 customers:

	For year ended 31 March 2025	For year ended 31 March 2024
Revenue from top customer	31%	33%
Revenue from top 5 customers	76%	76%

Expected credit loss on trade receivables as at 31 March 2025

(₹ in lakhs)

	0-90 days	91-180 days	181-270 days	271-365 days	Credit impaired	Total
Gross trade receivables (a) (*)	957	1	0	1	3	962
Expected loss rate	0.31 %	100.00 %	100.00 %	100.00 %	100.00 %	
Expected credit loss (b) (*)	3	1	0	1	3	8
Carrying amount of trade receivables (a-b)	954	-	-	-	-	954



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Expected credit loss on trade receivables as at 31 March 2024

(₹ in lakhs)

	0-90 days	91-180 days	181-270 days	271-365 days	Credit impaired	Total
Gross trade receivables (a) (*)	638	0	3	1	2	644
Expected loss rate	0.31%	0.00%	66.67%	100.00%	100.00%	
Expected credit loss (b) (*)	2	0	2	1	2	7
Carrying amount of trade receivables (a-b) (*)	636	0	1	-	-	637

(*) ₹ 0 lakh represents amount lower than ₹1 lakh

Note: Related party transactions are not considered for expected credit loss

Movement in expected credit loss allowance on trade receivables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Opening provision	7	6
Add: Additional provision made during the year	1	1
Closing provisions	8	7

Expected credit loss on other financial assets as at 31 March 2025

(₹ in lakhs)

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Investments	3,448	-	3,448
Cash and cash equivalents	34	-	34
Bank balances other than cash and cash equivalents	80	-	80
Loans	1	-	1

Expected credit loss on other financial assets as at 31 March 2024

(₹ in lakhs)

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Investments	1,422	-	1,422
Cash and cash equivalents	39	-	39
Bank balances other than cash and cash equivalents	1,659	-	1,659
Loans	1	-	1

B Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – borrowings, lease liabilities, trade payables and other financial liabilities.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Liquidity risk management

The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management of the Company. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting year:

	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
Expiring within three years (Over Draft facility)	45	45
Expiring within one year (Cash Credit facility)	500	500
Total	545	545

Maturities of financial liabilities (non-derivative)

(₹ in lakhs)

As at 31 March 2025	Within 1 year	Between 1 and 2 years	Beyond 2 years	Total
Lease liabilities(*)	0	0	7	7
Trade payables^	265	-	-	265
Other financial liabilities	138	-	-	138
Total (*)	403	0	7	410

(₹ in lakhs)

As at 31 March 2024	Within 1 year	Between 1 and 2 years	Beyond 2 years	Total
Lease liabilities(*)	0	0	7	7
Borrowings	3	-	-	3
Trade payables^	253	-	-	253
Other financial liabilities	125	-	-	125
Total (*)	381	0	7	388

^Trade payables within 1 year includes payables which are not due as at respective reporting dates.

(*) ₹ 0 lakh represents amount lower than ₹1 lakh

C Market risk

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk and price risk.

(i) Foreign currency risk

The Company is exposed to foreign exchange risk on its receivables and payables which are held in USD and EURO. The fluctuation in the exchange rate of INR relative to these currencies may have a material impact on the Company's assets and liabilities.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Foreign currency risk management

In respect of the foreign currency transactions, the Company does not hedge the exposures since the management believes that the same is insignificant in nature and also it will be offset to some extent by the corresponding receivables and payables.

The Company's exposure to foreign currency risk at the end of reporting period are as under:

	(₹ in lakhs)			
	31 March 2025		31 March 2024	
	USD	EURO	USD	EURO
Financial liabilities				
Trade payable	(2)	(89)	-	(96)
Financial assets				
Trade receivable	62	3	48	1
Net exposure to foreign currency assets / (liabilities)	60	(86)	48	(95)

Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in USD and EURO with all other variables held constant. The below impact on the Company's profit before tax and other components of equity is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

	(₹ in lakhs)			
Currencies	31 March 2025		31 March 2024	
	Increase by 2 %	Decrease by 2 %	Increase by 2 %	Decrease by 2 %
USD	1	(1)	1	(1)
EUR	(2)	2	(2)	2

(ii) Cash flow and fair value interest rate risk

Interest rate risk arises from the sensitivity of the financial liabilities to changes in market rate of interest. The entity's exposure to the risk of changes in market interest rate relates primarily to the current borrowings with floating interest rate. The entity has not availed any current borrowings with floating interest rate during the year.

(iii) Price risk

The Company is exposed to price risk from its investment in mutual fund of ₹ 3,448 lakhs (Previous year : ₹ 1,422 lakhs) measured at fair value through profit and loss.

	(₹ in lakhs)	
Sensitivity	31 March 2025	31 March 2024
Impact on profit after tax and other components of equity for 5% increase in price of underlying units	172	71
Impact on profit after tax and other components of equity for 5% decrease in price of underlying units	(172)	(71)



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

41 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 Company monitors its capital by using gearing ratio, which is net debt divided by total equity. Net debt includes non-current and current borrowings net of cash and cash equivalents. Total equity comprises of equity share capital, securities premium, general reserve, other comprehensive income and retained earnings.

The capital composition is as follows:

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
Gross debt (non current and current borrowings) (refer note 23)	-	3
Less: Cash and cash equivalents (refer note 15)	(34)	(39)
Add: Lease Liabilities (current and non current) (refer note 49(iii))	7	7
Net debt (A)	(27)	(29)
Equity (B)	6,784	5,952
Gearing ratio (A / B)	0 %	0 %

(B) Dividends

Equity shares (face value of ₹ 10 per share)

Final dividend paid for the year ended 31 March 2024 of ₹ 7.0 per share (31 March 2023 : ₹ 6.5 per share)	253	235
---	-----	-----

Dividends not recognised at the end of the reporting period

In addition to above dividend, after the year end the Board of directors have recommended the payment of a final dividend of ₹ 8.0 (31 March 2024: ₹ 7.0) per fully paid equity share. This proposed dividend is subject to the approval of shareholders at the ensuing annual general meeting.

	289	253
--	-----	-----



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

42 Related Party Disclosure:

As per Ind AS 24 "Related party Disclosures", disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(I) Names of related parties and description of relationship with the Company (where transactions have taken place during the year and relationships of control)

Holding company:	NRB Bearings Limited	
Fellow Subsidiary:	NRB Bearings (Thailand) Limited	
	NRB Europe GmbH	
Key Management Personnel	Ms. Harshbeena Zaveri	Director
	Mr. Satish Chellam Rangani	Director
	Mr. Arvinder Singh Kohli	Director
	Mr. Claude D'Gama Rose	Director
	Ms. Reshmi Ramesh Panicker	Director
	Mr. Kaiyomarz Minoo Marfatia	Director
	Mr. Ram Narayan Sahu	Chief Financial Officer (CFO)
	Ms. Pooja Jeswani	Company Secretary (CS)
	Mr. Lalit Mohan Pandey	Chief Executive Officer (CEO)
	Mr. Harshal Patil (upto 27 October 2023)	Company Secretary (CS)
	Mr. K K P Sinha (upto 24 February 2024)	Chief Executive Officer (CEO)
Trust	SNL Employee Provident Fund Trust	
	SNL Officers Provident Fund Trust	



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(II) Transactions with related parties during the year (₹ in lakhs)

	Name of the related party and nature of transactions	Transactions during the year ended		Balances Receivable / (Payable) As at	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
(i)	<u>Holding Company:</u> NRB Bearings Limited				
	Sale of finished goods	1,464	1,553	363	160
	Sale of raw materials	-	10	-	-
	Sale of machinery	160	18	-	-
	Purchases of raw materials	115	29	-	-
	Purchases of property, plant and equipment (refer note 4)	-	7	-	-
	Reimbursement of expenses	73	4	-	(4)
	Dividend on equity shares	186	172	-	-
(ii)	<u>Fellow Subsidiary:</u> NRB Bearings (Thailand) Limited				
	Sale of finished goods	14	77	60	26
	Sale of machinery	98	28	-	-
(iii)	<u>Key Managerial Personnel</u>				
	Dividend paid to Ms. Harshbeena Zaveri	2	2	-	-
	Dividend paid to Mr. S. C. Rangani(*)	0	0	-	-
	Dividend paid to Mr. Arvinder Singh Kohli(*)	0	0	-	-
	Dividend paid to Mr. K K P Sinha (*)	-	0	-	-
	Commission and sitting fees paid to Ms. Harshbeena Zaveri	4	4	(2)	(2)
	Commission and sitting fees paid to Mr. S. C. Rangani	3	3	(2)	(2)
	Commission and sitting fees paid to Mr. Kaiyomarz Minoo Marfatia	4	4	(2)	(2)
	Commission and sitting fees paid to Ms. Reshmi Penicker	4	3	(2)	(2)
	Commission and sitting fees paid to Mr. Arvinder Singh Kohli	3	2	(2)	(1)
	Commission and sitting fees paid to Mr. Claude D'Gama Rose	3	4	(2)	(2)
	Remuneration paid to Mr. Ram Narayan Sahu (CFO)	22	22	(2)	(2)
	Remuneration paid to Mr. Harshal Patil (CS)	-	5	-	-
	Retainership fees to Mr. K K P Sinha (CEO)	-	36	-	(3)
(iv)	<u>Trust</u>				
	Contribution to provident fund trust - Employer's Contribution (*)	4	4	(0)	(0)
	Contribution to provident fund trust - Employee's Contribution (*)	6	7	(0)	(1)

Notes:-

- There are no commitments with any related party during the year or as at the year end.
 - All the related party transactions are made on terms equivalent to those that prevail in arm's length transactions.
 - Foreign currency transactions are reported in INR using exchange rate as at the transaction date. Foreign currency balances as at year end are restated in INR using year end exchange rates.
 - All the amounts due to/ from related parties (as at year-end) are unsecured.
 - All the amounts due to/ from related parties (as at year-end) will be cash-settled.
- (*) ₹ 0 lakh represents amount lower than ₹ 1 lakh



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(III) Salary and employee benefits

The KMPs are covered under Company's gratuity policy, compensated absences policy and bonus policy along with other eligible employees of the Company. proportionate amount of gratuity and compensated absences expenses and provision for gratuity and compensated absences, which are measured on an actuarial basis are not mentioned in the aforementioned disclosures as these are computed for the Company as a whole.

43 Contingent liabilities and commitments

A. Contingent liabilities (claims against the company not acknowledged as debt)

- (i) The Company had received an Order dated 6 September 2004 from the Employees Provident Fund Organisation raising a demand of ₹ 161 lakhs including interest of ₹ 47 lakhs for default in making payment of Employees Provident Fund and allied dues for the period April, 1986 to February, 2003. The Company had made contributions to the 'SNL Officers Provident Fund Trust' and 'SNL Employee's Provident Fund Trust', being Trusts formed by the Company in earlier years; these Trusts have net assets of ₹ 172 lakhs and ₹ 24 lakhs respectively as at 31 March 2024 as reflected in their audited balance sheets. As per the order, the existence of the said Trusts and the act of switching over from Employees trust to the Officers trust on salary exceeding the statutory limit fixed by the Employees Provident Fund and Miscellaneous Provisions Act, 1952, have been considered violative of the said Act. The authorities had attached one of the Company's bank account and had recovered an amount of ₹ 3 lakhs in an earlier year. The Company had contested the above demand and filed a writ petition in the High Court of Jharkhand, Ranchi. Consequent to the interim order of the High Court, the Company had paid ₹ 112 lakhs during the financial year 2024-25 as deposit, subject to the outcome of the writ petition. The Company denies all the allegations made against it since the Company had made the necessary applications to grant exemption to the Trusts which was neither granted nor rejected in spite of several reminders from time to time. In view of the facts of the case, the Company does not expect any liability in this regard.
- (ii) The Honourable Supreme Court, had passed a judgment on 28 February 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Company had been advised to wait for further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present. From November 2020, the Company has started making the deduction and payment of provident fund basis the revised definition of "basic wages". For the period 1 April 2019 to 31 October 2020 the Company has recognised a provision of ₹ 14 lakhs as per the revised definition, for which it is awaiting further clarifications before depositing the same with the authorities.
- (iii) Other money for which the company is contingently liable - Income tax matters

For Assessment Year 2017-18:

Income tax demand raised of ₹ 26 lakhs under Section 143(3) of the IT Act for AY 2017-18 for non collection of Tax Collected at Source (TCS) and double disallowance of loss on sale of property, plant and equipment. This dispute is pending at the forum of Assistant Commissioner of Income Tax – Mumbai. In view of the facts of the case, the Company does not expect any liability in this regard.

- (iv) Sales tax demand against the non submission of C forms / Value Added Tax (VAT) forms for the financial year 2011-12 and 2012-13 is ₹ 15 lakhs. This dispute is pending at the forum of Deputy Commissioner of Commercial Taxes. In view of the facts of the case, the Company does not expect any liability in this regard.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

- (v) The Company's factory building is constructed on leasehold land, lessor being SBL Industries Limited, which is under liquidation with its assets under control of the Official Liquidator. For most part of the land, the lease is valid till year 2081, while on some portion of the land, lease had expired, although Company continues to retain possession as monthly lessee. In the FY 2018-19, the Company had filed an application with the Hon'ble High Court requesting to be impleaded as a party. Based on past precedent, there is a reasonable possibility that the Company would be able to use the building for its entire balance useful life. Thus, possibility of any financial impact in the books of account appears to be remote and impairment may not be required.

B. Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31 March 2025 is ₹ 22 lakhs (31 March 2024: ₹ Nil).

For lease commitments, refer note 49(v).

Notes:

1. The above disclosure has been made on the basis of information available with the Company.
2. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings.
3. The amounts disclosed above represents the best possible estimates arrived at on the basis of the available information and do not include any penalty payable.

44 Employee benefits

As per Indian Accounting Standard-19 'Employee Benefits', the disclosure of employee benefits as defined in the standard are given below:

(A) Defined Contribution Plan: Amount of ₹ 42 lakhs (31 March 2024 ₹ 49 lakhs) is recognised as expense and included in note no. 33 with respect to Employee Benefits Expenses

	(₹ in lakhs)	
	Year ended 31 March 2025	Year ended 31 March 2024
i) Employer's Contribution to provident fund and others	22	29
ii) Employer's Contribution to employees' pension fund	20	20

(B) Defined Benefit Plan :

The Company has the following defined benefits plans:

Particulars	Remarks
Gratuity	Funded through LIC
Provident Fund (PF) (specified employees)	Funded through Trust

(1) Gratuity (funded scheme)

In accordance with Indian Accounting Standard 19, actuarial valuation was carried out in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(i) Actuarial assumptions	Year ended 31 March 2025	Year ended 31 March 2024
	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Mortality rate		
Discount rate (per annum)	6.70%	7.15%
Salary growth rate (#)	8.00%	8.00%
Attrition / withdrawal rate (per annum)	7.00%	7.00%

(#) takes into account the inflation, seniority, promotions and other relevant factors. These assumptions were developed by the management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Risks

Factors	Impact
Salary increase	Actual salary increase will increase the obligation. Increase in salary increase rate in future valuation will also increase the obligation.
Discount rate	Reduction in discount rate in subsequent valuation can increase the obligation.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
Withdrawals	Actual withdrawals proving lower or higher than assumed withdrawals and change of withdrawal rates in subsequent valuations can impact the obligation.

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(ii) Changes in the present value of defined benefit obligation		
Present value of obligation at the beginning of the year	275	273
Interest expense	20	20
Current service cost	14	15
Actuarial (gain)	(2)	(5)
Benefits paid	(67)	(28)
Present value of obligation at the end of the year	240	275
(iii) Changes in the fair value of plan assets		
Fair value of plan assets at beginning of the year	287	272
Investment income	21	20
Contributions by the employer	1	27
Benefits paid	(67)	(28)
Return on plan assets, excluding amount recognised in net interest expense	(3)	(4)
Fair value of plan assets at the end of the year	239	287



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

	(₹ in lakhs)	
	As at and year ended 31 March 2025	As at and year ended 31 March 2024
(iv) Assets and liabilities recognised in the balance sheet		
Present value of the defined benefit obligation at the end of the year	240	275
Less: Fair value of plan assets at the end of the year	(239)	(287)
Net liabilities / (assets) recognised	1	(12)
Recognised under provision (refer note 28)	1	-
Recognised under other current assets (refer note 19)	-	12
(v) Expenses recognised in the statement of profit and loss		
Particulars		
Current service cost	14	15
Interest income (net) (*)	(1)	0
Expenses recognised in the statement of profit and loss (refer note 33)	13	15
(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh		
(vi) Income / (expenses) recognised in the statement of other comprehensive income (OCI)		
Particulars		
Actuarial gains / (losses)		
Change in assumptions and experience variances	2	5
Return on plan assets, excluding amount recognised in net interest expense	(3)	(4)
Actuarial (loss) / gain for the year recognised in OCI (refer note 38)	(1)	1
(vii) Reconciliation of net (liabilities) / asset recognised:		
Particulars		
Net assets / (liabilities) recognised at the beginning of the period	12	(1)
Contributions by employer	1	27
Actuarial (loss)/gain recognised in other comprehensive income	(1)	1
Expenses recognised in the statement of profit and loss	(13)	(15)
Net (liabilities) / assets recognised at the end of the period	(1)	12
(viii) Major categories of plan assets (as percentage of total plan assets)		
Particulars		
Funds managed by insurer	100 %	100%
Total	100 %	100 %



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(ix) Sensitivity analysis:

The sensitivity analysis below have been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in an assumption occurring at the end of the reporting period while holding all other assumption constant. In practice it is unlikely to occur independent of each other and change 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 as when 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.

(₹ in lakhs)

Particulars	31 March 2025		31 March 2024	
	Decrease	Increase	Decrease	Increase
Change in discount rate by - / + 1%	253	229	287	264
Change in salary growth rate by - / + 1%	229	252	264	287
Change in attrition rate by - / + 50%	245	238	278	273
Change in mortality rate by - / + 10%	240	240	275	275

(x) Maturity profile of defined benefit obligation:

	31 March 2025	31 March 2024
Weighted average duration (based on discounted cash flows)	5 years	4 years

(₹ in lakhs)

Expected Contribution during the next annual reporting period	31 March 2025	31 March 2024
The Company's best estimate of contribution during the next year	14	1
Expected cash flows over the future periods (valued on undiscounted basis):		
1 year	51	80
2 to 5 years	165	176
6 to 10 years	34	48
More than 10 years	124	106

(xi) General descriptions of significant defined plans:

The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The same is payable on retirement or termination whichever is earlier. The benefit vests only after five years of continuous service. The scheme is funded with an insurance company in the form of qualifying insurance policy.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(2) Provident Fund (PF) :

The Company operates provident fund plan wherein every employee is entitled to the benefit of interest etc. as per scheme of the Company. The same is determined based on a fixed percentage of the eligible employees' salary and charged to the statement of profit and loss on accrual basis.

(i) Actuarial assumptions	31 March 2025	31 March 2024
	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Mortality rate		
Discount rate (per annum)	6.63%	7.13%
Interest rate guarantee (per annum)	8.25%	8.25%
Average Historic Yield on the Investment (per annum)	7.53%	7.96%
Attrition Rate (per annum), based on ages:		
Upto 30 years	3.00%	3.00%
31 - 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

(₹ in lakhs)

(ii) Assets and liabilities relating to defined benefit provident fund	31 March 2025	31 March 2024
Present value of the defined benefit obligation at the end of the year	181	199
Less: Fair value of plan assets at the end of the year	(177)	(196)
Net (assets) / liabilities recognised by the trust	4	3

Note: An entity cannot offset the asset relating to the above plan against the liability relating to another plan as the entity does not have a legally enforceable right to use a surplus in one plan to settle obligations under the other plan.

(iii) Major categories of plan assets (as percentage of total plan assets)

	31 March 2025	31 March 2024
Particulars		
Government of India securities	2 %	2%
State government securities	17 %	21%
High quality corporate bonds	13 %	12%
Equity shares of listed companies	12 %	12%
Property	0 %	0%
Special deposit scheme	40 %	36%
Funds managed by Insurer	1 %	1%
Bank balance and others	15 %	16%
Other Investments	0 %	0%
Total	100 %	100 %



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(iv) Sensitivity analysis:

The sensitivity analysis below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in an assumption occurring at the end of the reporting period while holding all other assumptions constant. In practice it is unlikely to occur independent of each other and change 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 as when 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.

(₹ in lakhs)

Particulars	31 March 2025		31 March 2024	
	Decrease	Increase	Decrease	Increase
Change in discount rate by - / + 1%	181	181	200	197
Change in interest rate guarantee - / + 1%	176	189	196	207
Change in attrition rate - / + 1%	181	181	199	199
Change in expected return on plan assets - / + 1%	189	176	206	196

(C) Other long term benefits:

Compensated absences recognised in the statement of profit and loss for the current year, under the employee cost in note 33 is ₹ 16 lakhs (previous year: ₹ 14 lakhs) and the obligation in note 28 as at 31 March 2025 is ₹ 53 lakhs (previous year: ₹ 52 lakhs)

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Opening provision at the beginning of the year	52	51
Add: Provision created during the year	17	14
Less: Amount paid during the year	(16)	(13)
Closing provision at the end of the year	53	52

Note:

The liability of ₹ 53 lakhs (previous year: ₹ 52 lakhs) is classified as current in accordance with the guidance note issued by ICAI on Schedule III to the Companies Act 2013.

45 Segment reporting

a) Primary segment: business segment

The Company is primarily engaged in manufacturing of bearings and other activities having similar economic characteristics, primarily operating within India and regularly reviewed by the Chief Operating Decision Maker for assessment of Company's performance and resource allocation. For the purpose of disclosure of segment information as per Ind AS 108 "Operating Segments", the Company considers these operations as a single business segment as all the product groups are mainly having similar risks and returns.

The information relating to revenue from external customers and location of non-current assets of its single business segment has been disclosed as below:



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

b) Secondary segment: geographical segment

Secondary segments have been identified with reference to geographical areas in which company operates. Composition of secondary segments is as follows:

- i) within India
- ii) outside India

Particulars	(₹ in lakhs)	
	Year ended 31 March 2025	Year ended 31 March 2024
1) Segment revenue		
- Within India	4,998	4,639
- Outside India	121	130

The Company has two (31 March 2024: two) customers who contributed more than 10% of the Company's total revenue during the current and previous year. The revenue from such major customers during the year is ₹ 2,725 lakhs (previous year: ₹ 2,596 lakhs).

Geographical non-current assets (property, plant and equipment, other intangible assets and other non-current assets) are allocated based on the location of the assets. Information regarding geographical non-current assets is as follows:

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
2) Carrying amount of segment assets (non-current)		
- Within India	1,631	1,750
- Outside India	-	-

46 Earnings per share

The earnings per equity share is computed by dividing the net profit attributable to the equity shareholders for the year by weighted average number of equity shares outstanding during the year.

Particulars	(₹ in lakhs)	
	Year ended 31 March 2025	Year ended 31 March 2024
Net profit after tax for the year	1,086	782
Profit attributable to equity share holders	1,086	782
Weighted average number of equity shares outstanding during the year (numbers)	36,11,540	36,11,540
Basic and diluted earnings per share (₹)	30.08	21.66
Nominal value per share (₹)	10.00	10.00

Note:

The Company does not have any outstanding dilutive potential equity shares as at 31 March 2025 and 31 March 2024. Consequently, basic and diluted earnings per share of the Company remains the same.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

47 Contribution towards Corporate Social Responsibility (CSR)

As per section 135 of the Act, and rules there in, the Company is required to spend atleast 2% of its average net profits for three immediately preceding financial years towards corporate social responsibility (CSR) activities. The Company has CSR committee as per the Act. The funds are utilised on the activities which are specified in Schedule VII of the Act. Details of CSR expenditure are as follows:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
1. Amount required to be spent by the Company during the year	21	20
2. Amount approved by Board to be spent during the year	21	20
3. Amount of expenditure incurred on:	-	-
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	21	20
4. Shortfall at the end of the year	-	-
5. Total of previous years shortfall	-	-
6. Reason for shortfall	NA	NA
7. Nature of CSR activities	Promoting education and employment, enhancing vocational skills, promoting healthcare related activities. Upgradation of Institution (ITI), COVID - 19 related activities	
8. Details of related party transactions in relation to CSR expenditure as per relevant accounting standard :	-	-

Note:

The Company's spend towards CSR does not involve any long term project and accordingly, disclosure requirements relating to ongoing projects is not applicable as at reporting dates.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

48 Dues to micro enterprises and small enterprises:

The Company has certain dues to suppliers registered as Micro and Small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

(₹ in lakhs)		
Particulars	As at 31 March 2025	As at 31 March 2024
a) The principal amount remaining unpaid to any supplier at the end of the year	24	30
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

49 Ind AS 116- Leases

- a) The Company's lease assets primary consist of leasehold land for manufacturing facility for business use.
- b) The Company has recognised ₹ 4 lakhs (previous year ₹ 4 lakhs) as rental expenses during the year which pertains to short term / low value leases.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

(i) Right-of-use assets (ROU)

(Included in Property, plant and equipment)

(₹ in lakhs)

Particulars	Leasehold land
Gross carrying value	
As at 1 April 2023	5
Additions	-
Disposals	-
As at 31 March 2024	5
Additions	-
Disposals	-
As at 31 March 2025	5
Accumulated depreciation and impairment	
As at 1 April 2023 (*)	0
Charge for the year (*)	0
Disposal / adjustments	-
As at 31 March 2024 (*)	0
Charge for the year (*)	0
Disposal / adjustments	-
As at 31 March 2025 (*)	0
Net Carrying value	
As at 31 March 2024	5
As at 31 March 2025	5

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

(ii) Amount recognised in statement of profit and loss for the year ended 31 March 2025

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest cost on lease liabilities	1	1
Depreciation on right of use assets (*)	0	0
Rental expense (refer note (a) below)	4	4
Total	5	5

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

Notes:

(a) (₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term lease expense	4	4
Total lease expense	4	4

- (b) The amount charged to the statement of profit and loss includes rent paid to Official Liquidator for leases that have expired on 29 August 2012 and 30 September 2017 (refer note 4). The Company continues to retain possession as monthly lessee and has been regularly depositing the monthly lease rents.

(iii) Lease liabilities (₹ in lakhs)

Particulars	Amount
Balance as at 1 April 2023	7
Add: Movement during the year	-
Add: Interest cost accrued during the year	1
Less: Principal payment of lease liability(*)	(0)
Less: Interest payment of lease liability	(1)
Balance as at 31 March 2024	7
Add: Movement during the year	-
Add: Interest cost accrued during the year	1
Less: Principal payment of lease liability(*)	(0)
Less: Interest payment of lease liability	(1)
Balance as at 31 March 2025	7

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

(iv) Cash outflow from leases

The actual outflow for leases considered under the purview of Ind AS 116 have been disclosed separately in the Statement of Cash Flows under cash flow from financing activities.

(v) Maturity analysis of undiscounted lease liabilities

As at 31 March 2025 (₹ in lakhs)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Beyond 5 years
Lease liabilities				
Leashold land	1	1	2	38
Total	1	1	2	38



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

As at 31 March 2024

(₹ in lakhs)

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Beyond 5 years
Lease liabilities				
Leashold land	1	1	2	39
Total	1	1	2	39

50 Analytical ratios

Ratios for the year ended 31 March 2025 and 31 March 2024 are as follows :

Sr. no.	Particulars	Unit	Numerator	Denominator	31 March 2025	31 March 2024	Variance in %
1	Current ratio	Times	Current assets	Current liabilities	10.68	9.82	9%
2	Debt-equity ratio (i)	Times	Total debt	Shareholders' equity	-	0.00	(100%)
3	Debt service coverage ratio	Times	Earning available for debt service	Debt service	310	281	10%
4	Return on equity ratio	%	Net profit after tax	Average share-holder equity	17%	14%	24%
5	Inventory turnover ratio	Times	Cost of goods sold**	Average inventory	1.52	1.45	4%
6	Trade receivables turnover ratio	Times	Net credit sales	Average trade receivables	6.43	7.41	(13%)
7	Trade payables turnover ratio (ii)	Times	Net credit purchases	Average trade payable	7.65	4.75	61%
8	Net capital turnover ratio	Times	Net sales	Working capital ^	1.05	1.08	(3%)
9	Net profit ratio (iii)	%	Net profit	Net sales	21%	16%	29%
10	Return on capital employed	%	Earning before interest and taxes ^ ^	Capital employed #	20%	17%	17%
11	Return on investment (iv)	%	Net gain/(loss) on sale/fair value changes of current investment	Average of current investment	5%	8%	(42%)

** Cost of goods sold = cost of materials consumed + changes in inventories of finished goods and work-in-progress

^ Working capital = current assets - current liabilities

^^ Earnings before interest and tax = profit before tax + finance costs (recognised)

Capital employed = tangible net worth + total debt + deferred tax liability

Notes : Explanations are provided below for any change in the ratio by more than 25% as compared to the ratio of preceding year.

- The debt equity ratio of the Company has decreased to NIL in current financial year as compared to the previous year since the Company has completely paid off its debts during the current year ended 31 March 2025.
- There is a variance of 61% in trade payables turnover ratio, which is mainly due to increase in purchases in current year by 25% as compared to previous year however average creditors have decreased by approx 22% leading to an increase in creditor turnover ratio.
- The rise in net profit ratio can be attributed to an increase in total income for the current year as compared to previous year due and increase in operational efficiency by the Company leading to an increase in profit for the year ended 31 March 2025.
- The decrease in return on investment is due to fall in fair value changes on financial assets measured at fair value through profit or loss (FVTPL), falling from ₹ 124 lakhs in previous year to ₹ 115 lakhs in current year due to an overall decline in market sentiments as on 31 March 2025. Additionally, during the current year, the Company has redeemed the bank deposits and invested such proceeds into mutual funds.



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

51 Net debt reconciliation

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings (current and non current) (refer note 23)	-	3
Lease liabilities (current and non current) (refer note 49 (iii))	7	7
	7	10
Cash and cash equivalents (refer note 15)	(34)	(39)
Net debt	(27)	(29)

(₹ in lakhs)

Particulars	Cash and cash equivalents (A)	Current and non current borrowings (including interest) (B)	Lease liabilities (including interest) (C)	Total (B+C-A)
Balance as at 01 April 2023	21	6	7	(8)
Cash flows	18	(3)	0	(21)
Finance cost incurred (*)	-	0	1	1
Finance cost paid (*)	-	(0)	(1)	(1)
Balance as at 31 March 2024	39	3	7	(29)
Cash flows	(5)	(3)	0	2
Finance cost incurred (*)	-	0	1	1
Finance cost paid (*)	-	(0)	(1)	(1)
Balance as at 31 March 2025	34	0	7	(27)

(*) ₹ 0 lakh represents amount lower than ₹ 1 lakh

52 Other statutory information

- The Company does not have any transactions and outstanding balances during the current as well as previous year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Company has not been declared a willful defaulter by any bank.
- The Company does not have any benami property, where any proceedings are initiated or are pending against the Company for holding any benami property.
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The Company has not received any fund from any person or entity including foreign entities (funding party) with the understanding (whether recording in writing or otherwise) that the Company shall:



Material accounting policies and other explanatory information to the financial statements as at and for the year ended 31 March 2025

- 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 to or on behalf of the ultimate beneficiary.
- vi. The Company has sanctioned borrowings/facilities from bank on the basis of security of current assets. The monthly returns or statements of current assets filed by the Company with bank are in agreement with the books of account.
- vii. During the year, the Company has not disclosed or surrendered, any income other than the income recognised in the books of account in the tax assessments under Income Tax Act, 1961.
- viii. The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entity ('Intermediaries') with the understanding (whether recorded in writing or otherwise) 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.
- ix. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which use accounting software for maintaining their books of account, to use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used an accounting software Microsoft dynamic navision 2016 for maintaining its books of account which has a feature of recording audit trail (edit log) facility. The audit trail (edit log) is enabled at the application level, however the audit trail feature was not enabled throughout the year at database level.

53 Authorisation of financial statements

The financial statements as at and for the year ended 31 March 2025 were approved by Board of Directors on 27 April 2025.

This is a summary of material accounting policies and other explanatory information referred to in our audit report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N / N500013

Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai.
Date: 27 April 2025

For and on behalf of the Board of Directors

Harshbeena Zaveri
Director - DIN : 00003948

Claude Alex D'Gama Rose
Director - DIN : 01494440

Ram Narayan Sahu
Chief Financial Officer

Place: Mumbai.
Date: 27 April 2025

Satish Rangani
Director - DIN : 00209069

K M Marfatia
Director - DIN : 03449627

Lalit Pandey
Chief Executive Officer

Arvinder Singh Kohli
Director - DIN : 08135020

Reshmi Panicker
Director - DIN : 05178086

Pooja Jeswani
Company Secretary



FIVE YEAR FINANCIAL HIGHLIGHTS

(Rs.in lacs)

Year Ended	31.03.21	31.03.22	31.03.23	31.03.24	31.03.25
Sales (Net)					
Domestic	3,553	4,234	4,681	4,639	4,998
Exports	94	117	106	130	121
Sales Total	3,647	4,351	4,787	4,769	5,119
Operating Profit (EBITDA)	944	1,319	1,266	1,231	1,569
Profit Before Tax	836	1,176	1,113	1,073	1,414
Tax (Net)	217	293	295	291	328
Profit After Tax	619	883	818	782	1,086
Net profit after OCI	627	894	807	783	1,085
Retained Earnings	627	731	572	548	832
Dividend	-	163	235	235	253
Earnings per share (FV Rs.10)	17	24	23	22	30
Dividend /Interim Dividend%	45	65	65	65	70
Shareholders' Funds	4,104	4,832	5,404	5,952	6,784
Funds Employed	4,237	4,996	5,579	6,153	6,953
Fixed Assets (Gross)	1,879	3,041	3,295	3,390	3,409
Fixed Assets (Net)	1,429	1,501	1,603	1,541	1,412
Fixed Asset Turnover (times)	3	3	3	3	4
Net Current Assets* (Excluding short term investments)	1,915	1,900	2,179	2,981	1,874
Working Capital Turnover (times)	2	2	2	2	3
Shareholder Nos	4,479	5,624	5,564	5,174	5,870
Employee Nos	156	159	152	138	125



This image shows a full page of blank white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page, providing a guide for writing. There are no margins, text, or other markings on the paper.



This image shows a full page of blank white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page, providing a template for writing or drawing. There are no margins, text, or other markings on the page.



SNL BEARINGS LIMITED



SNL Bearings Ltd.

Dhannur, 15, Sir P.M.Road, Fort, MUMBAI - 400 001, Maharashtra, INDIA.

www.snlbearings.in