



ORGANIC RECYCLING  
SYSTEMS LIMITED

CLEANTECH | INNOVATION | ENGINEERING



**DRIVEN BY WASTE.  
DEFINED BY RESPONSIBILITY.**

---

Annual Report 2024-25

---







# ACROSS THE PAGES

## CORPORATE REVIEW

From the Managing Director's Desk	008
Corporate snapshot	012
What we do	016
Where we are	018
How we have grown over the years	020
Drive value for the stakeholders	024
Our investment proposition	026
Our Board of Directors	027
Corporate Information	030

## STATUTORY REPORT

Directors' Report	032
Management Discussion and Analysis	049

## FINANCIAL REPORT

Standalone Financial Statements	053
Independent Auditor's Report	054
Standalone Balance Sheet	063
Statement of Standalone Profit and Loss	064
Standalone Statement of Cash Flows	065
Notes to Standalone Financial Statements	067
Consolidated Financial Statements	102
Independent Auditor's Report	103
Consolidated Balance Sheet	110
Statement of Consolidated Profit and Loss	111
Consolidated Statement of Cash Flows	112
Notes to Consolidated Financial Statements	114
Notice	158



### Reporting period and scope

This report covers financial and non-financial information and activities of Organic Recycling Systems Limited ('the Company' or 'ORSL') during the period April 1, 2024, to March 31, 2025. The report's financial figures have been audited by M/S. Jayesh Sanghrajka & Co. LLP.

### Materiality

We cover key material aspects that have been identified through our ongoing stakeholder engagement and are addressed by various programmes or action points set by the key management personnel.

### Responsiveness

Our reporting addresses a gamut of stakeholders, each having their own needs and interests. This report is one element of our interaction and communication. It reflects how we manage our operations by accounting and responding to stakeholder concerns.

### Forward-looking Statements

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This Report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

# DRIVEN BY WASTE. DEFINED BY RESPONSIBILITY.

In a world where waste is often overlooked, we choose to see it differently, not as an end, but as a beginning.

At our core, we see waste not as an end, but as a beginning, a resource with untapped potential.

**We see it as a calling.**

**An opportunity to rethink.**

**Start of a new process.**

**An opportunity to redesign.**

**Identification of a new source.**

**An opportunity to restore balance.**

**Start of a new cycle.**





It is this perspective that makes us driven by waste, fuelling our innovation and our commitment to finding better solutions.

Every tonne we collect, process, or recycle is a step toward a cleaner environment, a healthier community, and a more sustainable future.

At the heart of our journey is responsibility.

**Responsibility towards our planet.**

**Responsibility towards the people we serve**

**Responsibility towards the generations yet to come.**

This responsibility drives us to adopt advanced technologies, embrace circular economy principles, and create value from materials once destined for landfills.

We are not just in the business of waste management; we are in the business of transformation, turning challenges into resources, and resources into renewed possibilities.

By aligning operational excellence with environmental accountability, we ensure that our growth contributes to the greater good.

**“Driven by Waste. Defined by Responsibility.” is more than just a catch phrase; it is the philosophy that shapes our every action, fuels our innovations, and anchors our promise to make sustainability not an option, but a way of life.**

## DRIVEN BY WASTE.

Backed by an enriching industry experience to

### ready to deliver

We have the required industry experience we need to grow.

We have industry experience of more than a decade and a half, which gives us a competitive advantage and will enable us to deliver sustainable growth over the foreseeable future.

**17+**

**years Industry  
presence**

**5+**

**Proprietary in-house  
technologies**

## DRIVEN BY WASTE.

**Backed by the capabilities we have  
built for**

### sustained growth

We have invested in the capacity to scale the business. Over the years, we have consistently invested in strengthening our capabilities, enhancing the capacity of our ancillary operations, and shaping a compelling employee value proposition.

**Largest**

**ORSL has India's largest  
operational waste-to-energy (WTE)  
facility based on Biogas to Power.**

**400 TPD**

**Solapur plant waste  
processing capacity**



## DRIVEN BY RESPONSIBILITY.

**34%**

**CAGR growth in EBIDTA  
from FY23 to FY25**

**33%**

**CAGR growth in Revenue  
from FY23 to FY25**

**107%**

**CAGR growth in PAT from  
FY23 to FY25**

**0.3x**

**A healthy debt-equity  
ratio showcases our  
financial stability**

### **By focusing on operational excellence to drive value**

We would continue to generate value for our stakeholders by converting organic and municipal solid waste into renewable energy, bio-fertilizers, clean fuels, and innovative materials.

It's a commitment that ensures we stay agile, innovative, and competitive in an evolving market landscape.

## DRIVEN BY RESPONSIBILITY.

Adopting an agile strategy for

### **delivering success**

Over the years, we consistently expanded our portfolio from renewable energy to advanced materials to enhance our relevance. With proven strategic cornerstones providing flexibility to perform and a differentiated value-proposition approach for the customers, we have been able to secure reliable returns for our stakeholders.







**FY25 has been a truly transformative year for Organic Recycling Systems Limited (ORSL), defined by robust operational growth, technological innovation, and significant market expansion.**

## FROM THE MANAGING DIRECTOR'S DESK

### Dear Shareholders

As I reflect on the past year, I am reminded that waste is not just a by-product of human activity; it is a resource in disguise, a catalyst for change, and, in today's context, an urgent call to action for building a cleaner, more sustainable future.

Over the past 12 months, Organic Recycling Systems Limited (ORSL) has not only stayed true to its mission, but have deepened our role as an enabler of circular economy, environmental protection and economic resilience. As the world faces the mounting impacts of climate change, the challenge of sustainable waste management has moved from a distant concern to an urgent reality affecting billions. In this landscape, ORSL has risen stronger, more resilient, and more committed than ever to turning waste into a resource and driving

a cleaner, sustainable future.

From our humble beginning, 17 years ago, we have consistently triumphed over adversities, seized opportunities, and strengthened our competitive position. Today, ORSL is proudly recognized as one of India's leading waste valorisers, transforming waste into resources that power a cleaner, greener future. ORSL has played a vital role in keeping our communities and environment clean and safe by providing environmental solutions across India through Projects, Products & Service models.

### Looking back at FY25

FY25 has been a truly transformative year for Organic Recycling Systems Limited (ORSL), defined by robust operational growth, technological innovation, and significant market expansion. As a frontrunner in India's



Clean-Tech sector, we have remained steadfast in our mission to deliver scalable and sustainable waste valorisation solutions, transforming municipal and other organic waste into renewable energy and high-value bio-products.

During the year, we successfully implemented major waste management projects in Maharashtra. Executed under EPC model, these initiatives demonstrate our capability to deliver efficient, sustainable solutions across diverse geographies while adapting to the unique waste management challenges of each region. Additionally, ORSL has also taken different initiatives in the products & service domain to boost its presence.

During the year, we expanded our portfolio by venturing into biomedical waste valorisation, further strengthening our relevance and leadership in the waste management ecosystem. We also commissioned a pilot biomethanation plant in collaboration with SSS-NIBE, leveraging the THERMI-NIBE microbial consortium to efficiently process diverse organic feedstocks under the Government of India's SATAT initiative. In a parallel milestone, we secured NIB approval for our in-house developed gas-yield-enhancing catalyst, an innovation that has the potential to significantly boost methane percentage in Biogas.

## Focus on innovation

Once seen as a sector with limited technological reliance, we have redefined our approach by actively strengthening our technical capabilities. This transformation stems from our conviction that technology is not merely a tool for staying competitive, it is a catalyst for innovation, efficiency, and excellence. By embracing advanced solutions, we aim to set new benchmarks, inspire change, and deliver outcomes that go beyond expectations.

At the heart of our innovation journey is the ORS Research Innovation Centre (ORS-RIC), which continues to advance next-generation anaerobic digestion and carbon capture technologies. Further, collaborating with leading IITs and global research institutions, we are shaping solutions that will help accelerate India's clean energy transition.

**In an evolving business environment, we stayed true to our core, capital efficiency, resilient cash flows, and an asset-light strategy, while deepening our commitment to innovation and project execution excellence.**

**Thanks to our long-standing relationships with our customers, our operating cash flows remained healthy in FY25 and as of March 31, 2025, debt-to-equity ratio stood at 0.3x showcasing the strength our balance sheet.**

### **Performance scorecard**

FY25 was a year of purposeful performance, where financial discipline, operational agility, and strategic clarity converged to deliver long-term value. In an evolving business environment, we stayed true to our core, capital efficiency, resilient cash flows, and an asset-light strategy, while deepening our commitment to innovation and project execution excellence. Disciplined capital allocation, focused investments, and a steadfast emphasis on returns allowed us to reinforce our balance sheet strength and remain net cash positive, a hallmark of our prudent approach and operational consistency.

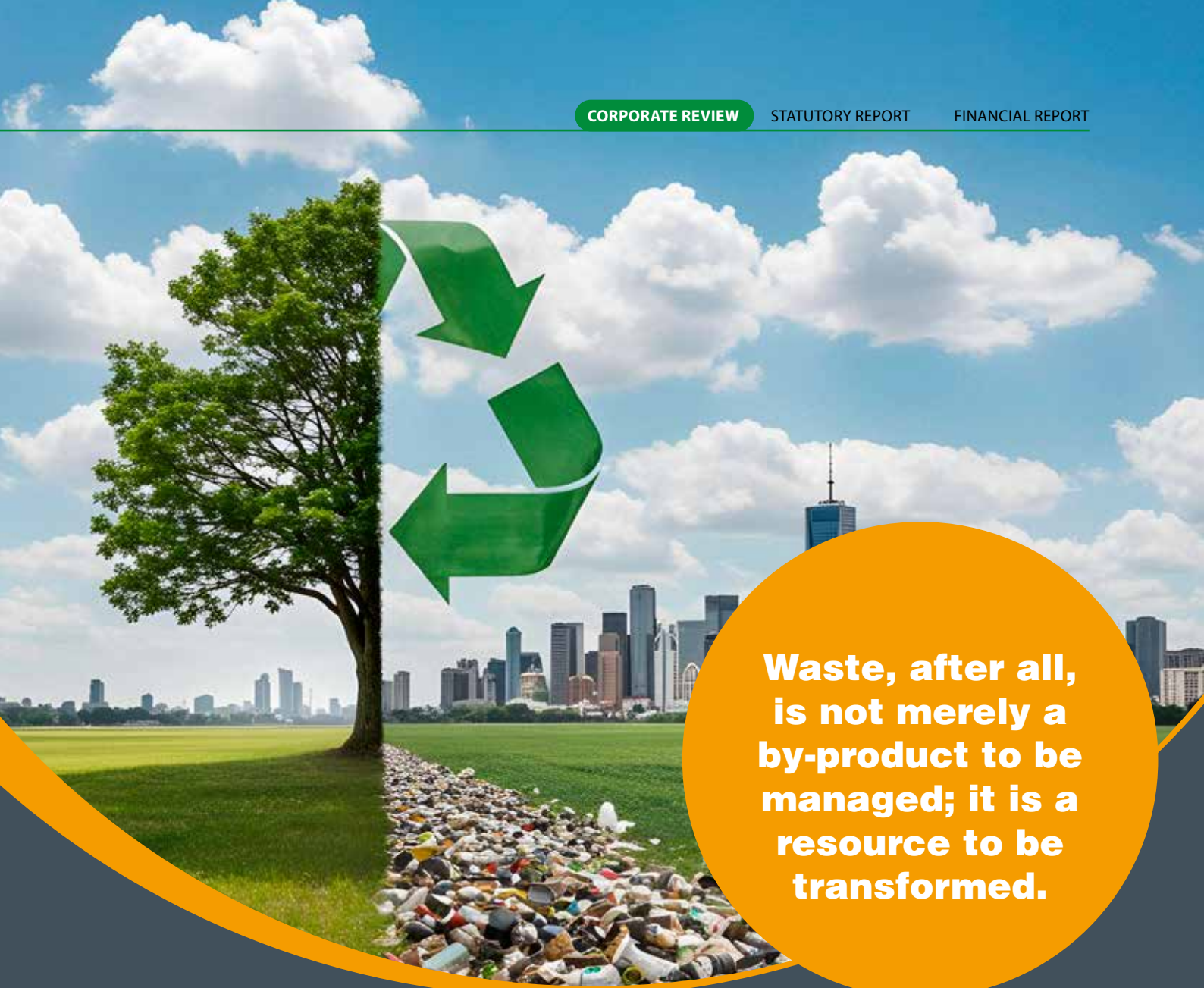
Financially, we delivered yet another year of commendable performance, reporting a revenue of ₹487 million, a growth of 75% over the previous year. The growth story was further reflected in our profitability metrics. EBITDA stood at ₹158 million,

having grown 53% from last year, and PAT stood at ₹157 million, registering an impressive 101% y-o-y growth. Thanks to our long-standing relationships with our customers, our operating cash flows remained healthy in FY25 and as of March 31, 2025, debt-to-equity ratio stood at 0.3x showcasing the strength our balance sheet.

Our healthy performance and growth are the outcome of our strategic focus on partnering with our customers on their successful journey. Furthermore, the government's strong emphasis on advancing waste management infrastructure and promoting circular economy models has driven sustained investments in waste processing and recycling projects. This policy push has created positive growth momentum for downstream sectors engaged in waste valorisation, renewable energy generation, and resource recovery.

### **Towards a better tomorrow**





**Waste, after all,  
is not merely a  
by-product to be  
managed; it is a  
resource to be  
transformed.**

As we look ahead, I remain confident that our unwavering commitment to purpose, backed by innovation, operational excellence, and strong partnerships, will continue to propel ORSL forward. Waste, after all, is not merely a by-product to be managed; it is a resource to be transformed. In an era marked by climate challenges, economic complexities, and shifting global priorities, our mission to convert waste into renewable energy and valuable products has never been more relevant or more urgent.

Further, we would contribute to focus on scaling our biomedical and biogas verticals, commercialising R&D innovations, and entering the compost and green charcoal markets. With strong policy support and our proven CleanTech platform, ORSL is well-positioned to lead India's low-carbon transition. The road ahead is circular, and we are excited to shape a cleaner, more sustainable future for all.

To our customers, partners, employees and investors - thank you. Your trust continues to be the reservoir from which we draw strength, inspiration, and resilience. Let us continue this journey together to power economies, to preserve the environment, and above all, to protect life. Together, we reaffirm our resolve to build a cleaner, more resource-efficient, and sustainable future, one tonne of waste, one community, and one breakthrough at a time.

Warm regards,

**Mr. Sarang Bhand**

Promoter & Managing Director

## OUR STORY

# LEADING WASTE MANAGEMENT SOLUTION PROVIDER.

ORSL is among India's foremost homegrown CleanTech company, committed to converting organic and municipal solid waste into renewable energy, bio-fertilizers, clean fuels, and advanced materials.

### **We are innovators.**

We leverage advanced technologies to turn waste into energy that powers communities and reduces emissions.

### **We are unique.**

We operate innovative recycling and waste solutions that help fuel the continuous reuse of materials.

### **We are relentless.**

We have focused on research & development to develop and adopt newer technologies.

### **We are diligent.**

We have consistently focused on upgrading our capabilities to provide our customers with end-to-end solutions spanning segregation, anaerobic digestion, composting and carbonisation.

Headquartered in Mumbai, India, Organic Recycling Systems Limited is India's leading provider of comprehensive environmental solutions by transforming organic and municipal solid waste into clean energy.





## **Our Vision**

**To become champions of innovation, delivering cutting-edge technological solutions that mitigate energy and environmental challenges and drive waste valorisation.**



With a PAN India project presence, we have provided EPC, O&M and consulting services to some of the respected corporate houses and municipal houses in India such as Indian Oil Corporation Limited (IOCL), Bharat Petroleum Corporation Limited (BPCL), Delhi, Solapur, Kolkata, & Kalyan-Dombivli Municipal Corporations.

Leveraging our infrastructure and expertise, we have established a state-of-the-art in-house R&D centre that has successfully developed over five proprietary waste valorisation technologies. Two of these are already patented, underscoring the Company's strong commitment to innovation and research excellence.

## Our legacy

**Headed by Mr. Sarang Bhand, Organic Recycling Systems Limited commenced its journey in 2008 with the establishment of an indigenous technology for segregating organic waste and anaerobic digestion of municipal solid waste (MSW) at [Solapur, Maharashtra]. Over the one and a half decade, the Company has expanded and diversified its portfolio by developing and adopting newer technologies Marut Drum, DRYAD technology and anaerobic digestion (AD) based technology, among others.**





## Our leadership

**The Company was promoted by Mr. Sarang Bhand, Managing Director, who possesses nearly 17 years of rich business experience. Under his leadership and with the support of dynamic, skilled teams, ORSL continues to drive innovation, ethical practices and governance that broaden its market presence.**



## OUR STORY WHAT WE DO

We are committed to advancing the transition towards a circular economy, one where waste is reimagined as a valuable resource and progress is powered by the collective efforts of all stakeholders. At ORSL, we contribute to this vision by recovering materials from our customers and communities for reuse, through initiatives such as recycling, organics collection and processing, and providing sustainable energy resources.



## How we utilise waste?



### Segregation (Marut Drum):

A mechanical drum designed to efficiently separate wet and dry waste, enhancing both resource recovery and processing speed.



### Anaerobic Digestion (DRYAD):

A sealed, oxygen-free system that decomposes organic waste to generate biogas and nutrient-rich slurry, effectively transforming waste into clean, renewable energy.



### Composting (INV-CO, EW-CO):

These composting solutions harness advanced microbial action and earthworm activity to transform organic waste into nutrient-rich compost with speed and efficiency.



### Carbonisation (Sanjeevak, Alpha Carbon):

A thermal process that transforms biomass into biochar or charcoal in a low-oxygen environment, effectively sequestering carbon and minimizing emissions.

## What we produce?



### Compressed Bio-Gas (CBG):

Compressed Biogas (CBG), produced from organic waste, is a renewable and eco-friendly substitute for natural gas, suitable for both transportation and energy applications.



### Organic Compost / Fermented Organic Manure (FOM):

Compost derived from biodegradable waste is rich in nutrients, improves soil health, and minimizes dependence on chemical fertilizers.



### Refuse Derived Fuel (RDF):

Refuse-Derived Fuel (RDF), produced from non-recyclable dry waste, serves as an eco-friendly alternative to coal or wood in various industries, helping lower carbon emissions.



### Biomass based Green Charcoal / Biochar (via Sanjeevak Carbonisation):

Biochar, a stable carbon material derived from biomass, enhances soil fertility while locking away carbon, contributing to more sustainable agricultural practices.

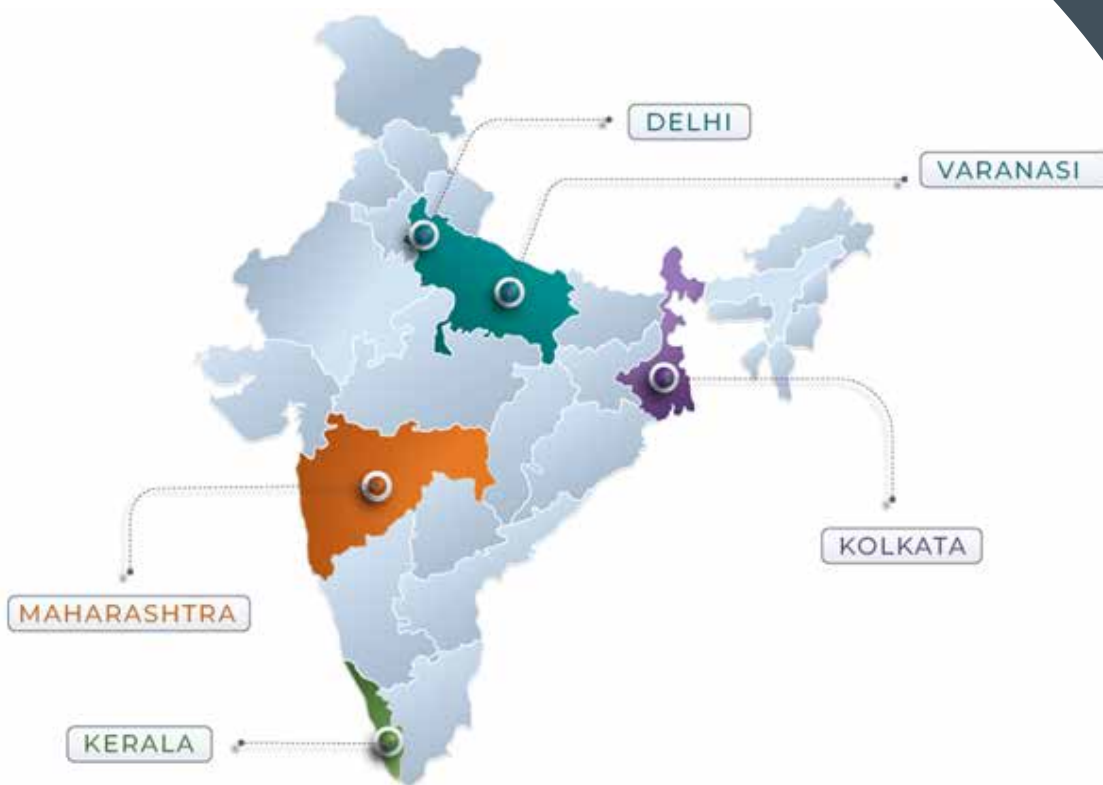


## OUR STORY

## WHERE WE ARE

ORSL stands today as a trusted provider of end-to-end EPC services, strengthened by its proprietary technology that ensures precision, efficiency, and innovation across every project stage. Using technical expertise, the Company delivers top-quality solutions for diverse needs.

With projects spread across high-population and strategically important states such as Delhi, Kolkata, Maharashtra, Kerala, and Varanasi, the Company is well-positioned to leverage its expertise and scale to deliver impactful and future-ready solutions.



## Our PAN India project execution

Location	Capacity	Details/Model
Palakkad, Kerala	200 TPD	Integrated SWM
Kannur, Kerala	200 TPD	Integrated SWM
Kalyan-Dombivli Municipal Corporation	100 TPD	Waste to compost EPC
Kolkata	5 TPD	Bio-CNG Unit
Delhi	10 Units x 5 TPD	EPC Decentralized
Solapur	400 TPD	Mixed MSW under BOOT model
Varansi	3 Units x 5 TPD	Decentralised AD plant-IOCL

### Solapur, India's benchmark in Waste Valorisation

Commissioned in 2013, when waste-to-energy was still an emerging concept, our Solapur facility became India's first large-scale Anaerobic Digestion (AD) plant, built entirely from scratch under the challenging BOOT model.

Spread over 9 acres, the plant today boasts a capacity of 400 TPD. Backed by our patented AD process, the plant is capable of handling unsegregated MSW and efficiently digesting its organic fractions. Till date, the plant has processed over 2.8 lakh tons of waste, mitigated nearly 4 lakh tons of CO<sub>2</sub>-equivalent emissions, and supplied more than 50,000 tons of compost to fertiliser companies and farmers.

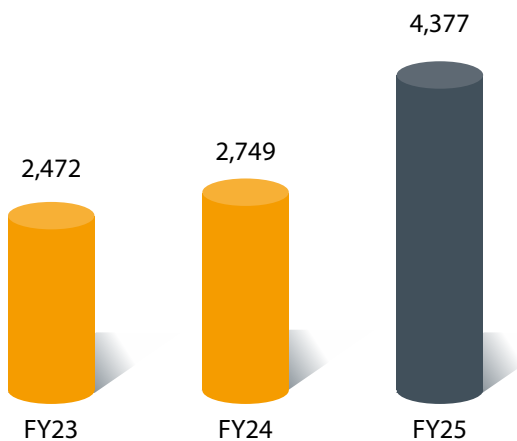
Our plant has been recognised by the Ministry of Urban Development as a 'Best Practice Case Study' under the Swachh Bharat Mission, Solapur stands as a national benchmark for sustainable, municipal-scale waste solutions.



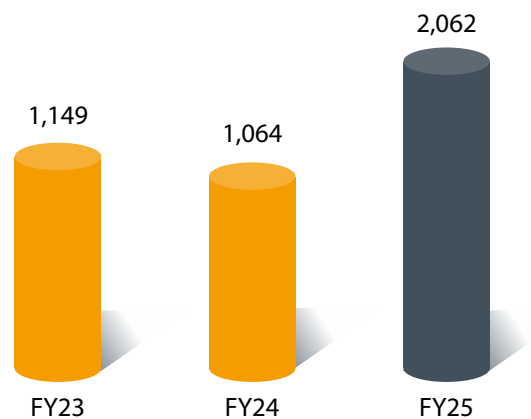
## OUR STORY

### HOW WE HAVE GROWN OVER THE YEARS?

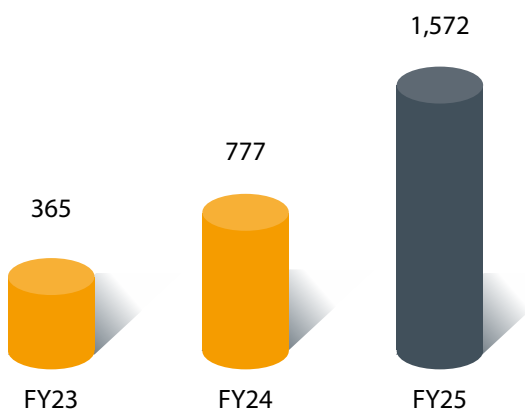
Revenue from operations (₹ in lakh)



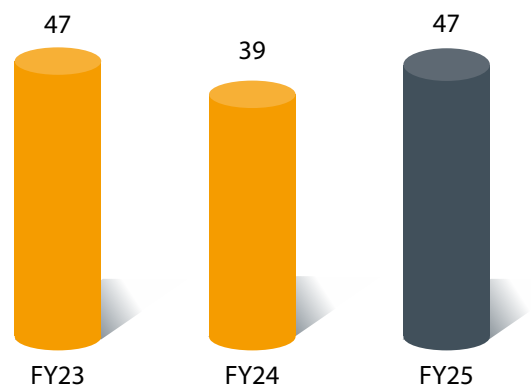
EBITDA (₹ in lakh)



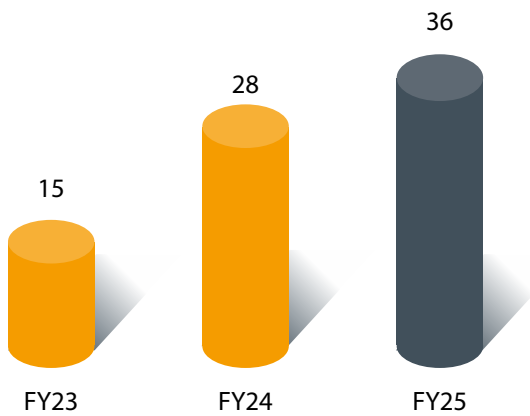
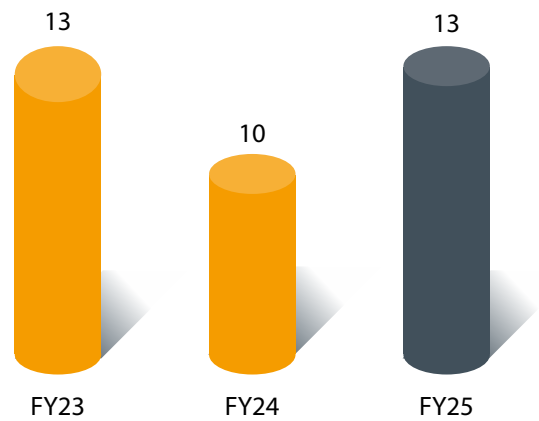
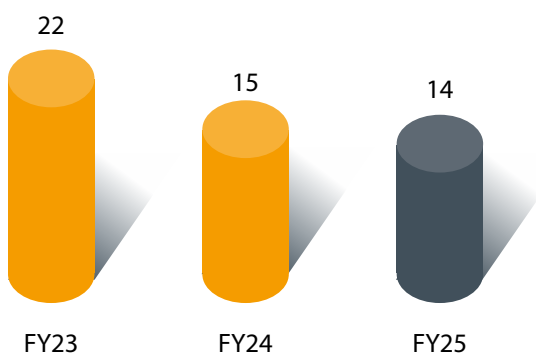
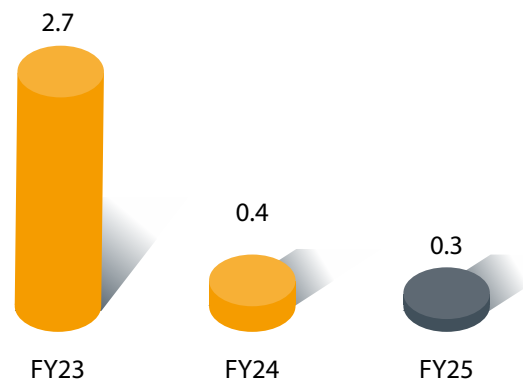
PAT (₹ in lakh)



EBITDA Margin (in %)





**PAT Margin (in %)****Return on Capital Employed [RoCE] (in %)****Return on Equity [RoE] (in %)****Debt to Equity (x)**



**Today, ORSL has been successful in fulfilling 9 out of 17 sustainable development goals by UN.**

**Sustainable Development Goals (SDGs) met by ORSL**

**3** GOOD HEALTH AND WELL-BEING



**Good Health & Well-being**

Promotion of health-centric policies & programs, supporting employee welfare.

**7** AFFORDABLE AND CLEAN ENERGY



**Affordable & Clean Energy**

Generation of clean energy from organic waste like MSW, reducing fossil fuel usage.

**8** DECENT WORK AND ECONOMIC GROWTH



**Decent work & economic growth**

Creation of inclusive jobs via decentralized waste management in Tier II/III cities.



## Life on Land

Advocation of resource efficiency, waste reduction & circular economy.



## Affordable & Clean Energy

Generation of clean energy from organic waste like MSW, reducing fossil fuel usage.



## Reduced inequalities

Designing frameworks to empower marginalized communities by bridging access & opportunity gaps.



## Sustainable Cities & Communities

Promotion of urban sustainability through smart planning, green infrastructure & inclusive growth.



## Responsible Consumption & Production

Reducing climate impact by turning waste into renewable energy, cutting methane emissions.



## Climate Action

Safeguarding ecosystems by preventing landfill overflow & soil contamination.





## OUR STORY

# HOW ORSL INTENDS TO CREATE, SUSTAIN, AND DRIVE VALUE FOR THE STAKEHOLDERS?

As a responsible business entity, we strongly believe that we can be successful only when we can create and deliver sustainable value for our stakeholders.

We focus on sustainable value creation through disciplined investment across each of our six capitals – financial, manufacturing, human, intellectual, natural, and relationship. By nurturing each of these areas with discipline and purpose, we ensure value-led progress that benefits our stakeholders while fostering a safe, responsible, and sustainable operating environment.



### We create value through

- Build core capabilities and assets, which help generate direct and indirect employment and contribute towards business growth
- Build robust waste valorisation capabilities in line with the government's 'Make in India' motto
- Develop in-house patented technologies to beat the competition
- Foray into new waste segments and grow our international presence

### We sustain value through

- Operational efficiencies
- Capital efficiencies
- Optimal utilisation of resources
- Responsible procurement of raw material
- Sustainability and CSR focus
- Ethics and governance framework
- Effective risk management and opportunities
- Regular stakeholder engagement
- Nurturing people and talent development

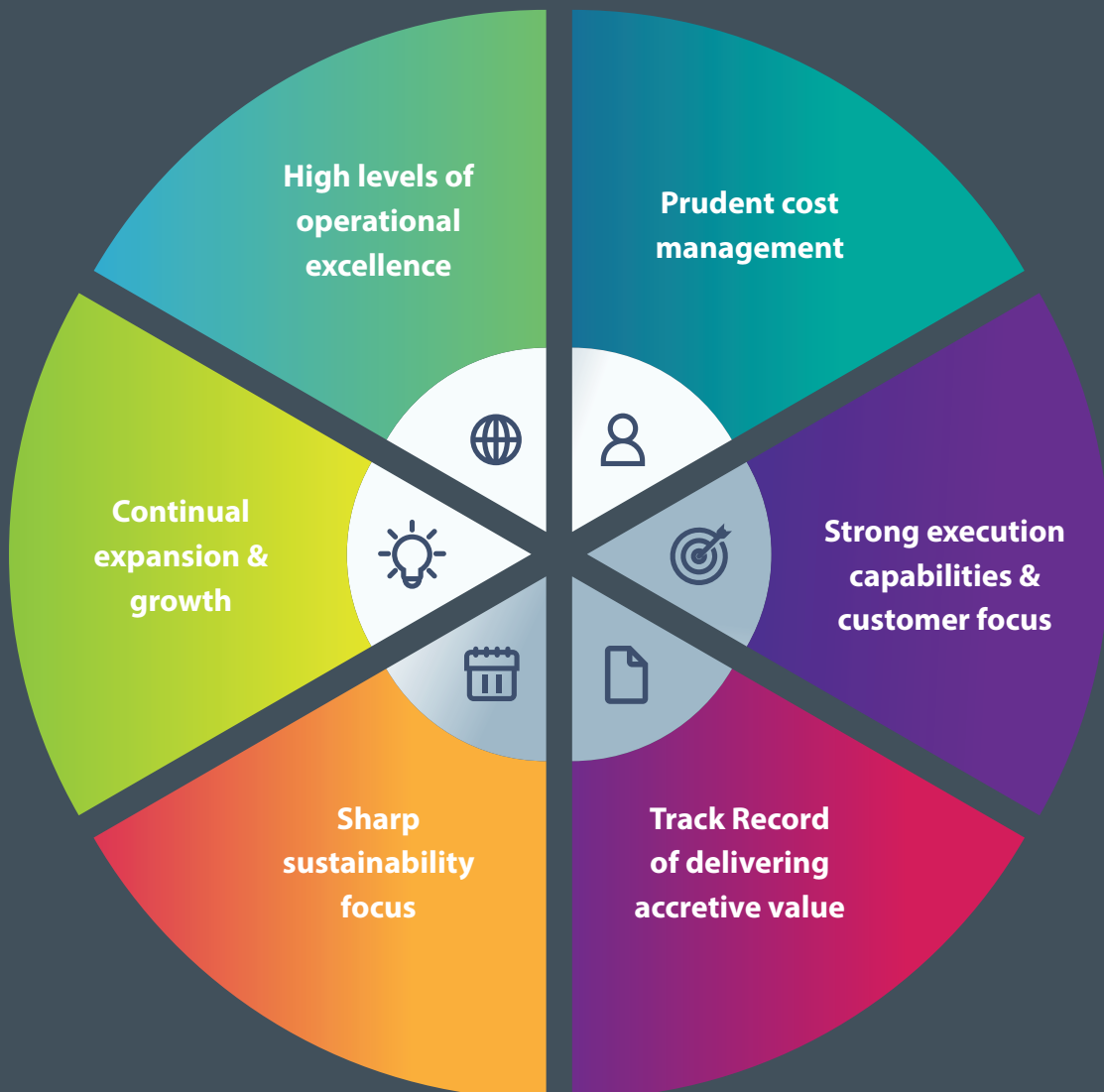
### We deliver value through

- Solution-focused business approach
- Agility in execution
- Technological advancements
- Customer-centricity
- Consistent fiscal growth
- Efficient use of waste
- Contribute towards national progress

## OUR INVESTMENT PROPOSITION

A deep-rooted culture of excellence and innovation has been the cornerstone in strengthening ORSL's brand reputation. Guided by a steadfast business philosophy, we remain focused on creating long-term value while delivering strong, cash-generating growth in the short term. Our sustained investments in technology, R&D, and advanced equipment are poised to accelerate our momentum. Coupled with disciplined execution, cost prudence, and heightened operational efficiency, we continue to serve our markets profitably and competitively.

### Key investment propositions





## OUR BOARD OF DIRECTORS



### Mr. Rakesh Mehra

Chairman and Independent Director

Mr. Rakesh Mehra, a Science graduate, Fellow of the Institute of Cost and Management Accountants, and Associate Member of the Indian Institute of Bankers, has over four decades of expertise in finance, investment, and project management. He served in senior roles at MPSIDC (1977–1986), leading project finance for major industrial ventures, before founding Econotech Services Pvt. Ltd., an RBI-registered NBFC offering feasibility, advisory, and investment services in India and abroad. A Whole-Time Director of Econotech since inception, he has also been on the Board of Sarda Energy & Minerals Ltd. since 1987, contributing to its Audit and CSR Committees.



### Mr. Sarang Bhand

Managing Director

With over 17 years of diverse experience, Mr. Sarang Bhand brings to the organization a distinctive vision, progressive management practices, and a truly global perspective on growth, diversification, and operational excellence. An alumnus of Symbiosis University with a Bachelor's degree in Marketing, he further holds a Graduate Certificate in Management from Chifley Business School, is a Stanford Certified Project Manager (SCPM) from the Stanford Center for Professional Development, and a Project Management Professional (PMP) accredited by the Project Management Institute. His strategic acumen has been instrumental in forging technological collaborations and securing high-value contracts and projects for the company. Beyond acquisition, he has been deeply involved in end-to-end project execution—encompassing planning, funding, stakeholder engagement, compliance, and performance monitoring—ensuring initiatives are delivered with precision, efficiency, and impact.



## Mr. Yashas Bhand

Chief Executive Officer and Whole-time Director

Mr. Yashas Bhand holds an M.Tech in Biotechnology, along with a Postgraduate Diploma in Business Law and Entrepreneurship from The West Bengal National University of Juridical Sciences, Kolkata. He has also earned a certification in Solid Waste Management Planning from UNESCO-IHE, Delft, Netherlands. A seasoned professional with deep expertise in waste management, he has led numerous in-house R&D initiatives and guided teams in developing training modules and conducting workshops for officials, consultants, and stakeholders across the sector. Since 2016, he has headed the Company's New Technology Development and Operations departments, playing a pivotal role in decentralizing biogas technology. In addition, he actively advises the Board of ORS on sectoral policy matters and contributes to shaping strategic business development initiatives.

---



## Mr. Amit Karia

Independent Director

Mr. Amit Karia is a distinguished professional with a rich blend of legal, financial, and governance expertise. A member of the Institute of Company Secretaries of India (ICSI), New Delhi, and the Institute of Cost and Management Accountants of India (ICAI-Cost), Kolkata, he also holds a Master's degree in Law (LLM) and was a merit holder and university topper in two of the three years of his LLB program. An accomplished author, his first book was published by Bharat Law House, New Delhi, and his research spans critical areas such as human trafficking and labour laws. A registered Insolvency Professional with IIPICAI and enrolled in the Independent Directors Databank of the Indian Institute of Corporate Affairs (IICA), Amit brings over 11 years of experience in legal and compliance functions. His leadership journey includes over six years as Executive Director on the board of an Indian company, and he currently serves as Non-Executive Director for three Indian companies. Beyond corporate roles, he has contributed as an education mentor for professional courses, including CA (Final), shaping the next generation of professionals.



## **Mrs. Janaki Bhand**

Non-Executive Director

Mrs. Janaki Bhand is an accomplished psychologist with over a decade of professional experience, dedicated to supporting emotional well-being and personal growth. A Gold Medalist in BA Psychology from IEHE, Bhopal, she went on to earn her MA in Clinical Psychology from MSU Baroda and a PG Diploma in Guidance and Counselling from Fergusson College, Pune. She is also a certified REBT practitioner, trained at the Albert Ellis Institute, India. Over the years, she has contributed her expertise to diverse settings, serving as a counsellor with the Inclusive Education Cell at Podar Education Network, a corporate psychologist with eClerx India, and an online counsellor with Don Bosco's Prafula (Andheri). She also shares her knowledge as a guest faculty member at the National Institute of Fashion Technology, Kharghar. Passionate about holistic development, Mrs. Bhand founded her own counselling and training initiative, "Soch", which offers soft skills training, educational guidance, counselling, and consultation services, empowering individuals to grow with confidence, clarity, and purpose.



## CORPORATE INFORMATION

### Organic Recycling Systems Limited

CIN: L40106MH2008PLC186309

Website: [organicrecycling.co.in](http://organicrecycling.co.in)

### REGISTERED OFFICE

**1003, 10th Floor, The Affaires Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai  
Thane MH 400705 IN**

### BOARD OF DIRECTORS

#### Mr. Rakesh Mehra

(DIN : 00035812)

Chairman

(Independent and Non-executive Director)

#### Mr. Sarang Bhand

(DIN : 01633419)

Managing Director

#### Mr. Yashas Bhand

(DIN : 07118419)

Whole Time Director and CEO

#### Mr. Amit Vijay Karia

(DIN : 06846654)

Independent Director

#### Mrs. Janaki Sarang Bhand

(DIN : 07118415)

Non-Executive Director

### CHIEF FINANCIAL OFFICER

Mr. Jigar Suresh Gudka

### COMPANY SECRETARY

Ms. Seema Gawas

### EXTERNAL COMPANY SECRETARY

M/S. VKMG & ASSOCIATES LLP

Company Secretaries, Mumbai

### STAUTORY AUDITORS

M/S. JAYESH SANGHRAJKA & CO. LLP

Resigned w.e.f. 15th May, 2025

Chartered Accountants,

Mumbai

M/S. VORA & ASSOCIATES

Appointed w.e.f. 12th June, 2025

Chartered Accountants,

Mumbai

### BANKERS

Bank of Baroda

Standard Chartered Bank

ICICI Bank

### REGISTRAR AND SHARE TRANSFER AGENT

MAASHITLA SECURITIES PRIVATE LIMITED

451, Krishna Apra Business Square,

Netaji Subhash Place, Pitampura, New Delhi – 110 034

Contact Number: 011-45121795-6

Email: [rta@maashitla.com](mailto:rta@maashitla.com)

# **Statutory Report**

# Directors' Report

## Dear Members,

Your Directors have pleasure in presenting their 17<sup>th</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2025 (the "Report").

## 1. FINANCIAL RESULTS:

The summarized financial results of the Company for the financial year ended March 31, 2025 are presented below:

Particulars	Standalone		Consolidated	
	2024-2025	2023-2024	2024-2025	2023-2024
<b>Revenue from Operations</b>	2,522.65	1,812.84	4,377.29	2,748.73
Other Income	238.29	29.03	495.93	30.29
<b>Total Revenue</b>	<b>2,760.94</b>	<b>1,841.87</b>	<b>4,873.22</b>	<b>2,779.02</b>
<b>Profit/(Loss) before Finance Cost &amp; depreciation</b>	<b>546.82</b>	<b>520.11</b>	<b>2,074.10</b>	<b>1,063.52</b>
Less: Finance Cost	5.48	76.76	26.35	130.03
Less: Depreciation	78.46	15.55	342.78	265.68
<b>Profit/(Loss) Before Tax</b>	<b>462.88</b>	<b>427.80</b>	<b>1,704.96</b>	<b>667.81</b>
Less : Prior Period Expenses	-	-	<b>12.00</b>	-
<b>Profit/(Loss) Before Tax</b>	<b>462.88</b>	<b>427.80</b>	<b>1,692.96</b>	<b>667.81</b>
Less: Current Tax	92.86	119.11	92.86	119.11
Less/Add: Deferred Tax	25.12	(6.12)	25.12	(228.45)
Less/Add: short/(excess) provision of tax of earlier years	3.13	0.25	3.13	0.25
<b>Profit/(Loss) After Tax</b>	<b>341.77</b>	<b>314.56</b>	<b>1,571.86</b>	<b>776.90</b>

Note: The above figures are extracted from the standalone and consolidated financial statements prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013.

## 2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

Organic Recycling Systems Limited (ORSL) is a pioneering environmental engineering company specializing in sustainable waste management and valorisation solutions. Established in 2008 by technocrats, ORSL develops and deploys robust, cost-effective, and eco-friendly technologies across the entire waste value chain.

ORSL operates India's first municipal solid waste (MSW) processing plant based on a patented anaerobic biomethanation process, recognized by the Government of India under the National Master Plan. One of its flagship projects is in Solapur, Maharashtra, where biodegradable waste is converted into Compressed Bio-Gas (CBG) and fermented organic manure, exemplifying a scalable circular economy model.

ORSL currently has a total processing capacity of 400 tonnes per day (TPD) across its facilities, with 50% of this capacity currently utilized.

The company's operations span three strategic business verticals:

- ➔ Project Development & Technology Licensing – Delivering turnkey projects and technology solutions for waste valorisation.



- ➔ Product Vertical – Offering a growing portfolio of bio-based products such as CBG, organic manure etc. that support sustainable energy and agriculture.
- ➔ Consulting Vertical – Providing specialized advisory services in environmental strategy, waste management, and regulatory compliance.

Recognized under the Swachh Bharat Mission for operational excellence and innovation, ORSL is actively pursuing EPC (Engineering, Procurement, and Construction) opportunities nationwide.

ORSL's research and innovation efforts are reinforced through collaborations with esteemed institutions such as IIT Bombay (IITB), AGH University Poland, University of Birmingham (UOB), and other technical partners. These partnerships continue to drive the company's intellectual property development and technological advancements in the environmental sector.

On Standalone basis, the Revenue from operations has increased by approx 39.15% on annual basis to ₹2,522.65 lakhs in the financial year ended March 31, 2025, as compared to ₹1,812.84 lakhs in the financial year ended March 31, 2024.

On Standalone basis, the Company's Operating Earnings/ (Loss) Before Interest, Depreciation and Taxes (EBITDA) margin stands at 18.35% of the operating income in the financial year ended March 31, 2025. The profit before tax of the current financial year on standalone basis stand at ₹462.88 lakhs as compared to before tax ₹427.80 lakhs for the preceding financial year.

The net profit after tax of the current financial year on a standalone basis Increase to ₹341.77 lakhs as compared to net profit ₹314.56 lakhs for the preceding financial year, after making provision of taxation and deferred tax.

During the year, there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

### 3. UTILIZATION OF IPO PROCEEDS:

The Company has fully utilized the IPO proceeds as per the objects stated in prospectus. The details of utilisation of proceeds of IPO as on 31<sup>st</sup> March 2025 are as follows:

(₹ in Lakhs)		
Particulars	Projected utilization of proceeds as per the offer document	Funds utilised as on 31 <sup>st</sup> March, 2025
Repayment of Debt	3,750.40	3,750.40
General Corporate Purpose	1,048.00	1,048.00
<b>Total</b>	<b>4,798.40</b>	<b>4,798.40</b>

### 4. MAJOR ACTIVITY DURING THE YEAR:

- (a) The Company issued and allotted 27,00,000 convertible warrants each convertible into, or exchangeable into 1(one) fully paid-up equity shares of ₹10/- each at an issue price of ₹273/- [including the warrant subscription price (₹68.25/- per warrant) and the warrant exercise price (₹204.75/- per warrant)] aggregating to ₹7,371 lakhs and thereafter received an amount in following manner:
  - (i) An Amount of ₹1,842.75 lakhs against Warrant subscription price i.e. 25% of Warrant Issue Price ₹68.25/- per warrant; and
  - (ii) An amount of ₹1,965.60 lakhs against Warrant Exercise price i.e. 75% of Warrant Issue Price ₹204.75/- per warrant for conversion of 9,60,000 warrants into 9,60,000 equity shares.
- (b) The Company has allotted 9,60,000 (Nine Lakhs Sixty Thousand) Equity Shares of face value of ₹10/- each, upon receipt of the Exercise price as stated above and exchange off/for equal number of 9,60,000 warrants.
- (c) As stated above, as on March 31, 2025, out of ₹7,371 lakhs the Company has received an amount of ₹3,808.35 lakhs.

The details of utilisation of proceeds amount of ₹3,808.35 lakhs are as follows:

(₹ in Lakhs)

Particulars	Projected utilization of proceeds as per the offer document	Funds utilised
Redemption of Preference Shares	2,620.80	-
General Corporate Purpose	1,187.55	1,131.92
<b>Total</b>	<b>3,808.35</b>	<b>1,131.92</b>

## 5. DIVIDEND

With a view to conserve resources for expansion of business, the Board of Director have not recommended any dividend for the financial year 2024-2025 under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 1000 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 1000 listed Companies based on the market capitalization, however for Good Corporate Governance practice, the Company has formulated its Dividend Distribution Policy, which is available on the website of the Company and may be viewed at <https://organicrecycling.co.in/wp-content/uploads/2023/10/Dividend-Distribution-Policy.pdf>

## 6. TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the financial year under review. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2025, please refer to the Note No. 5 of the Standalone Financial Statement of the Company.

## 7. DEPOSITS

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014.

However, the Company has taken unsecured loan from

directors for its business purpose, the outstanding balance of unsecured loans from director as on March 31, 2025, stood at ₹11.85 lakhs.

## 8. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

As of March 31, 2025, the Company has the following 4 (four) Subsidiary and 2 (two) Associate Companies.

### Subsidiary Companies: -

- Solapur Bioenergy Systems Private Limited
- Organic Waste (India) Private Limited
- Meerut Bio-Energy Systems Private Limited
- Pune Urban Recyclers Private Limited.

Out of above 4 (four) subsidiaries, Solapur Bioenergy Systems Private Limited and Organic Waste (India) Private Limited are material subsidiaries of the Company.

Pursuant to requirements of Regulation 16(1)(c) of the Listing Regulations, the Company has formulated "Policy on determining Material Subsidiaries" which is posted on website of the Company and may be viewed at <https://organicrecycling.co.in/wp-content/uploads/2023/10/Policy-for-Determining-Material-Subsidiary.pdf>.

### Associate Companies: -

- Blue Planet Kannur Waste Solution Private Limited
- Blue Planet Palakkad Waste Solution Private Limited.

During the year under review, no company has become or ceased to be a subsidiary, joint venture, or associate of the Company. Further, the Company does not have any joint ventures.

## 9. CONSOLIDATED FINANCIAL STATEMENT

A statement providing the highlights of performance of subsidiaries & associates companies and their contribution to the overall performance of the company during the period under report, are provided in note 36 of the consolidated financial statement and therefore, not repeated in this Report to avoid duplication

The consolidated financial statement represents those of the Company and its Subsidiaries i.e., Solapur Bioenergy Systems Private Limited, Organic Waste (India) Private Limited, Meerut Bio-Energy Systems Private Limited, Pune Urban Recyclers Private Limited and its Associate

Companies i.e. Blue Planet Palakkad Waste Solution Private Limited and Blue Planet Kannur Waste Solution Private Limited.

The Consolidated Financial Statements required pursuant to section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules, 2021 have been prepared in accordance with the relevant accounting standards as per the Companies (Accounting Standard) Rules as amended. The audited consolidated financial statement is provided along with the Standalone Financial Statement.

The Audited Financial Statements for the year ended March 31, 2025 of Solapur Bioenergy Systems Private Limited, Organic Waste (India) Private Limited, Meerut Bio-energy Systems Private Limited and Pune Urban Recyclers Private Limited, Subsidiary Companies are available on website of the Company and may be viewed at <https://organicrecycling.co.in/financial-statement-of-subsiidiary-joint-venture-and-associate-company/>

## 10. SHARE CAPITAL

- During the year under review, there was no change in the Authorized Share Capital of the Company.
- As stated above, the Company has issued and allotted 27,00,000 convertible warrants at issue price of ₹273/- each on 26<sup>th</sup> December 2024, out of which 9,60,000 warrants converted into Equity Shares on March 29, 2025. Consequent to this allotment, the paid-up Equity Share capital of the Company stands increased to 86,59,275 Equity Shares of ₹10/- i.e. ₹8,65,92,750/-
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the period under review.
- The Company has not issued any sweat equity shares to its directors or employees, during the period under review.

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board as on March 31, 2025 comprised of 5 (Five) Directors out of which 2 (Two) are Independent Directors, 1 (One) is Non-Executive and 2 (Two) are Executive Directors out of which one is Managing Director and one is Whole Time Director and CEO.

Mr. Sarang Bhand (DIN 01633419), Managing Director,

Mr. Yashas Bhand (DIN: 07118419), Whole-time Director & CEO, Mr. Jigar Gudka, CFO and Ms. Seema Gawas, Whole-time Company Secretary are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made there under.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of company by the Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

### a. Appointments and Resignations of Directors and Key Managerial Personnel

During the period under review, following changes have been occurred:

Mr. Yashas Bhand (DIN: 07118419), appointed as a Director liable to retire by rotation at the 16<sup>th</sup> Annual General Meeting of the members of the Company held on September 27, 2024.

### b. Director Liable to Retire by Rotation

In terms of Section 152 of the Companies Act, 2013, Mrs. Janaki Bhand (DIN: 07118415), Non-Executive Director, being Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment.

The information as required to be disclosed in relation to the aforesaid re-appointment under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") will be provided in the notice of next General Meeting.

### c. Independent Directors

The Company has received declarations/ confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and regulation 25(8) of the Listing Regulations confirming that they meet the criteria of independence as laid down in the Companies Act, 2013 and the Listing Regulations.

The Company has also received requisite declarations from Independent Directors of the Company as prescribed under rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014.

All Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

In the opinion of the Board, Independent Directors of the Company possess requisite qualifications, experience and expertise and hold the highest standards of integrity. Further in terms of the rule 6(1) of Companies (Appointment and Qualification of Directors) rules, 2014, as amended all the Independent Directors of the Company have registered their names in the online databank of Independent Directors maintained by Indian Institute of Corporate Affairs. Further, out of the two Independent Directors as on March 31, 2025, one Independent Director Mr. Rakesh Mehra on the basis of his experience has got exemption from giving online proficiency self-assessment test as prescribed

under Rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014 and Mr. Amit Karia, Independent Directors has already passed the online proficiency self-assessment test.

The Independent Directors are provided with all necessary documents/reports and internal policies to enable them to familiarise with the Companies procedures and practices. The programs undertaken for familiarizing Independent Directors with the functions and procedures of the Company are disclosed in the Corporate Governance Report.

## 12. NUMBER OF MEETINGS :

### A) BOARD OF DIRECTORS MEETING:

4 (Four) meetings of the Board of Directors of the Company were held during the year under review. Details of which are as follows:

Sr. No.	Date of Meeting	Total number of directors as on the date of meeting	Attendance	
			Number of Directors attended	% of attendance
1.	27/05/2024	5	3	60%
2.	30/08/2024	5	5	100%
3.	14/11/2024	5	4	80%
4.	13/03/2025	5	3	60%

### B) DETAILS OF COMMITTEE MEETINGS:

#### Audit Committee Meeting :

Sr. No.	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
			Number of Directors attended	% of attendance
1.	27/05/2024	3	2	66.67%
2.	19/07/2024	3	2	66.67%
3.	14/11/2024	3	3	100%

#### Nomination and Remuneration Committee :

Sr. No.	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
			Number of Directors attended	% of attendance
1.	24/05/2024	3	2	66.67%

#### Stakeholders Relationship Committee :

Sr. No.	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
			Number of Directors attended	% of attendance
1.	14/11/2024	3	3	100.00%



### 13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm and state that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgement, ability to participate constructively in deliberations and

willingness to exercise authority in a collective manner. The Company has in place a Policy on appointment & removal of Directors ('Policy').

The salient features of the Policy are:

- ➔ It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- ➔ It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.
- ➔ It lays down the criteria for Board Membership
- ➔ It sets out the approach of the Company on board diversity
- ➔ It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

The Nomination and Remuneration Policy is posted on website of the Company and may be viewed at <https://organicrecycling.co.in/wp-content/uploads/2023/10/Nomination-and-Remuneration-Policy.pdf>

### 15. PERFORMANCE EVALUATION OF THE BOARD

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including Independent Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual Directors including Independent

Directors and its Committees on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

## COMMITTEES OF THE BOARD

The Company has several committees, which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes:

The Committees and their Composition as on March 31, 2025, are as follows:

### ➔ Audit Committee

- |    |                  |          |
|----|------------------|----------|
| 1. | Mr. Rakesh Mehra | Chairman |
| 2. | Mr. Amit Karia   | Member   |
| 3. | Mr. Sarang Bhand | Member   |

### ➔ Nomination and Remuneration Committee

- |    |                   |          |
|----|-------------------|----------|
| 1. | Mr. Amit Karia    | Chairman |
| 2. | Mr. Rakesh Mehra  | Member   |
| 3. | Mrs. Janaki Bhand | Member   |

### ➔ Stakeholders Relationship Committee

- |    |                  |          |
|----|------------------|----------|
| 1. | Mr. Amit Karia   | Chairman |
| 2. | Mr. Sarang Bhand | Member   |
| 3. | Mr. Yashas Bhand | Member   |

Further, during the year, there are no such cases where the recommendation of any Committee of Board including Audit Committee, have not been accepted by the Board, which is required to be accepted as per the law.

## 16. CORPORATE SOCIAL RESPONSIBILITY(CSR)

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has formed CSR policy. However, the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company for the financial year 2024-25, since the Company did not meet the thresholds prescribed under Section 135(1) during the immediately preceding financial year ended March 31, 2024. The reporting of unspent CSR amounts to ₹6.30 Lakhs for FY 2023-2024 are provided in Note no. 47 of the Standalone Financial Statement.

## 17. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the

year under review as stipulated under Regulation 34(2) (e) of the Listing Regulations is presented in a separate section and forming part of this Report.

## 18. CORPORATE GOVERNANCE

The Company is listed in BSE SME Platform, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

## 19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the chairman of Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link <https://organicrecycling.co.in/wp-content/uploads/2023/10/Whistle-Blower-Policy.pdf>

## 20. STATEMENT ON RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks, to key business objectives on a continuing basis.

The Audit Committee oversees enterprise risk management framework to ensure execution of decided strategies with focus on action and monitoring risks arising out of unintended consequences of decisions or actions and related to performance, operations, compliance, incidents, processes, systems and transactions are managed appropriately.

## 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company being established with the object of and engaged in the business of providing Infrastructural Facilities as prescribed in Section 186(11) read with Schedule VI, therefore does not require to comply with the provisions of Section 186, hence there are no reportable transactions on which section 186 applies.

The Particulars of loans given, investments made, and guarantee/security provided by the Company are provided in Note 13, 15 & 31 of the Standalone Financial Statement.

## 22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contract or arrangements or transactions entered into by the Company with related parties, which falls under the provisions of sub-section (1) of section 188 of the Companies Act, 2013, though that transactions are on arm's length basis, forms part of this report in Form No. AOC-2 is annexed as an **Annexure-1** to this report.

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with provision of Listing Regulations and the policy of the Company on materiality of related party transactions.

The statement showing the disclosure of transactions with related parties in compliance with applicable provision of AS, the details of the same are provided in note no. 32 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board for approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at the link: <https://organicrecycling.co.in/wp-content/uploads/2023/10/Policy-on-Materiality-of-Related-Party-Transactions-and-Dealing-with-Related-Party-Transactions.pdf>

## 23. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has in place adequate standards, processes and structures to implement internal financial controls with reference to financial statements. During the year,

such controls were tested and no reportable material weakness in the design or operation was observed. In addition to above, the Company has in place Internal Audit carried out by independent audit firm to continuously monitor adequacy and effectiveness of the internal control system in the Company and status of its compliances.

## 24. LISTING REGULATIONS, 2015

The Equity Shares of the Company are listed on BSE Limited (BSE) SME platform

The Company has formulated following Policies as required under the Listing Regulations, the details of which are as under:

"Documents Preservation & Archival Policy" as per Regulation 9 and Regulation 30 which may be viewed at <https://organicrecycling.co.in/wp-content/uploads/2023/10/Documents-Preservation-Archival-Policy.pdf>

"Policy for determining Materiality of events/information" as per Regulation 30 which may be viewed at [Microsoft Word - Policy for Determining Materiality of Information or Events.docx](#)

## 25. AUDITORS

### (a) Statutory Auditor

**M/s. Jayesh Sanghrajka & Co. LLP**, (Firm Registration No. 104184W/W100075) the Auditors of the Company resigned from the Auditor ship of the Company with effect from 15<sup>th</sup> May, 2025. Therefore, the Board of Directors of the Company at their meeting held on 12<sup>th</sup> June, 2025, on the recommendation of the Audit Committee, has appointed M/s. Vora & Associates, Chartered Accountants (ICAI Firm Regt. No. 111612W) to fill the Casual Vacancy caused due to resignation of M/s. Jayesh Sanghrajka & Co. LLP till the conclusion of 17<sup>th</sup> AGM. The Board of Directors has also recommended for regular appointments of M/s. Vora & Associates as the statutory auditors of the Company for a term of 5 consecutive years from the conclusion of 17<sup>th</sup> AGM till the conclusion of 22<sup>th</sup> AGM of the Company.

The report of the Statutory Auditor forms part of the Annual Report. The said report does not contain any qualification, reservation, adverse remark or disclaimer.

## (b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Anish Gupta, partner of **M/s. VKMG & Associates LLP**, Practicing Company Secretaries, as the Secretarial Auditors of the Company to undertake Secretarial Audit for the financial year ended March 31, 2025. The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed herewith and marked as an '**Annexure-2**' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

## (c) Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the Company had appointed M/s. K R A H & Associates, Chartered Accountants to undertake Internal Audit for financial year ended March 31, 2025.

## 26. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its Officers or Employees, the details of which would need to be mentioned in the Board's Report.

## 27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2025 till the date of this Directors' Report. However, after closure of financial year on April 3, 2025, the Board has considered and approved the redemption of 40,345 unlisted Class-II 0% Non-cumulative Redeemable Preference Shares of ₹10/- each ("Preference Shares") and out of the aforesaid 40,345 preference shares, 20,345 preference shares redeemed at a price of ₹12,480/- per share and 709 preference shares redeemed at a price of ₹11,525/- per share, aggregating

to ₹26,20,76,825/-, as per the terms of issuance and redemption and valuation report received from the Registered Valuer.

## 28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

There were no other significant and material orders passed by the regulators/ courts/ tribunals, which may impact the going concern status and the Company's operations in future. However, during the year, the Company has received Demand order for tax demand of ₹1.69 crores, interest at applicable rates under the Service Tax Act and penalty of ₹1.69 crores, other late fees of ₹1.05 lakh from Office of the Commissioner of CGST & C. Excise, Raigad, Navi Mumbai. Based on Company's assessment, the aforesaid demand is not maintainable and the Company has filed an appeal against the Order.

## 29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

(a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as an '**Annexure-3**'.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in a separate annexure forming part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. In terms of Section 136, the said annexure is open for inspection by the members through electronic mode. Any member interested in obtaining such particulars may write to the Company Secretary of the Company at [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in). The said particulars shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM.



### 30. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any unpaid/unclaimed amount which is required to be transferred, under the provisions of Companies Act, 2013 into the Investor Education and Protection Fund (IEPF) of the Government of India.

### 31. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The information required under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

#### (A) CONSERVATION OF ENERGY

##### (i) The steps taken or impact on conservation of energy

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. Some of the measures undertaken by the Company on a continuous basis, including during the year, are listed below:

- a) Use of LED Lights at office spaces.
- b) Rationalization of usage of electricity and electrical equipment air conditioning system, office illumination, beverage dispensers, desktops.
- c) Regular monitoring of temperature inside the buildings and controlling the air-conditioning system.
- d) Planned Preventive Maintenance schedule put in place for electromechanical equipment.
- e) Usage of energy efficient illumination fixtures

##### (ii) Steps taken by the company for utilizing alternate sources of energy:

The business operation of the Company is not energy-intensive, hence apart from steps

mentioned above to conserve energy, there is no requirement to utilize the alternate source of energy.

##### (iii) The capital investment on energy conservation equipment:

There is no capital investment on energy conservation equipment, during the year under review.

#### (B) TECHNOLOGY ABSORPTION

##### (i) The efforts made towards technology absorption:

The Company has been taking every step to use Indigenous Modern Technology for efficient management of existing business as well as new services, designs, frameworks, processes and methodologies.

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

The Company has been benefited immensely by usage of Indigenous Technology for their operations and management, which saved a sizeable amount of funds.

##### (iii) The Company has not imported any technology during last year from the beginning of the financial year.

##### (iv) The expenditure incurred on Research and Development :

The cost amounting to ₹180.85 Lakhs comprises of salary cost ₹177.25 lakhs and AI Software ₹3.60 Lakhs (P.Y. Salary expenses of ₹199.65 Lakhs) incurred in the development of Activated Carbon to Mesh Membrane development for water /gas purification application, Micro Algae application for waste water treatment, Cashew apple to Vinegar/Bioethanol, Emission control device for Emission control application, Lithium Metal recovery from Industrial waste water, Biogenic CO<sub>2</sub> Methanation Technology, MSW torrefaction, Biogenic CO<sub>2</sub> To Mixed Alcohol (C1-C4) conversion, RDF/Biomass to renewable Dimethyl ether (r-DME), Paddy straw and other

Agri-residue pretreatment using Bio- enzymatic Technologies, Bio methanation catalyst, Bio grinder, and AI-based Digester Health Monitoring/Prediction Software.

### (C) Foreign Exchange Earnings and Outgo :

Particulars	₹ In Lakhs)	
	Current Year (2024-2025)	Previous Year (2023-2024)
<b>Foreign Exchange Earnings</b>	<b>Nil</b>	<b>Nil</b>
<b>Foreign Exchange Outgo</b>		
Value of Imports on CIF basis	<b>Nil</b>	<b>123.93</b>
<b>Total</b>	<b>Nil</b>	<b>123.93</b>

### 32. ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at <https://organicrecycling.co.in/wp-content/uploads/2024/09/Annual-Return-2023-2024.pdf>

### 33. SECRETARIAL STANDARD OF ICSI

The Company has complied with the Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India (ICSI).

### 34. MAINTENANCE OF COST RECORDS

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

### 35. PREVENTION OF SEXUAL HARASSMENT

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of Sexual harassment complaint as required to be reported in Board's Report are as under:

Sr No.	Particular	Details
1.	Number of Sexual harassment complaints received	Nil
2.	Number of Sexual harassment complaints disposed off	Nil
3.	Number of Sexual harassment complaints beyond 90 days	Nil

The policy framed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed thereunder may be viewed at <https://organicrecycling.co.in/wp-content/uploads/2023/10/Policy-Against-Sexual-Harassment.pdf>

### 36. MATERNITY BENEFIT ACT

The Company has complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

### 37. DISCLOSURE ON EMPLOYEE STOCK OPTION/ PURCHASE SCHEME

During the year under review, the Company has not issued or offered any shares under any Employee Stock Option / Purchase Scheme and also does not have any plans to introduce the same.

### 38. GENERAL DISCLOSURES

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

- ➔ the Managing Director nor the Whole-time Directors of the Company apart from receiving director remuneration does not receive any commission from the Company,
- ➔ Issue of debentures/bonds/ any other securities.
- ➔ Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- ➔ Instance of one-time settlement with any Bank or Financial Institution.

➔ Application or proceedings under the Insolvency and Bankruptcy Code, 2016.

### 39. ACKNOWLEDGEMENTS

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, government and non-governmental agencies and bankers for their

continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.

**Place: - Navi Mumbai**

**Date: - 14-08-2025**

**By Order of the Board of Directors  
For Organic Recycling Systems Limited**

**Registered office:**

**Organic Recycling Systems Limited**

CIN: L40106MH2008PLC186309

1003, 10<sup>th</sup> Floor, The Affaires Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai  
Thane MH 400705 IN

**Sarang Bhand  
Managing Director  
DIN : 01633419**

**Yashas Bhand  
Whole Time Director & CEO  
DIN:- 07118419**

## 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)**

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

SN	Particulars	1
(a)	Name(s) of the related party and nature of relationship	Mr. Suhas Bhand (Father of Mr. Sarang Bhand, Managing Director)
(b)	Nature of contracts/arrangements /Transactions	Consultancy Charges
(c)	Duration of the contracts / arrangements/transactions	One-time contract to obtain consultancy as per business requirement
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Consultancy Charges paid of an amount of ₹30 Lakhs during FY 2024-2025
(e)	date(s) of approval by the Board	28-06-2022
(f)	Amount paid as advances, if any	NA
(g)	Justification of the Board	Looking at the experience and expertise, the Board of Directors of the Company are of view that the Company should take business consultancy from Mr. Suhas Bhand in professional capacity for business growth, strategies and expansion of the Company.

**Place: - Navi Mumbai**

**Date: - 14-08-2025**

**By Order of the Board of Directors  
For Organic Recycling Systems Limited**

**Sarang Bhand**  
**Managing Director**  
**DIN : 01633419**

**Yashas Bhand**  
**Whole Time Director & CEO**  
**DIN:- 07118419**



## Annexure - 2

## Form No. MR-3

# SECRETARIAL AUDIT REPORT OF ORGANIC RECYCLING SYSTEMS LIMITED FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025

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

To,  
The Members,  
**Organic recycling Systems Limited**  
Office No. 1003, 10<sup>th</sup> Floor, the Affaires,  
Plot No.9, Sector 17, Sanpada,  
Navi Mumbai - 400705

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

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

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 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 Borrowings; (Not Applicable to the Company during the Audit Period)
(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;
(c)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(d)	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
(e)	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(f)	The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
(g)	The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit Period);
(h)	The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the Audit Period); and
(i)	The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the Audit Period).

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

- a) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- b) The Listing Agreements entered into by the Company with BSE Limited.

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

We further report that:

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

Adequate Notice is given to all Directors to schedule the Board and Committee meetings and the agenda and detailed notes on agenda were sent at least seven days in advance, except for the meeting where directors confirm to receive the agenda and detailed notes on agenda at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**We further report that** during the year under report:

- (d) The Company issued and allotted 27,00,000 convertible warrants each convertible into, or exchangeable into 1 (one) fully paid-up equity shares of ₹10/- each at an issue price of ₹273/- [including the warrant subscription price (₹68.25/- per warrant) and the warrant exercise price (₹204.75/- per warrant)] aggregating to ₹7,371 lakhs and thereafter received an amount in following manner:
  - (iii) An Amount of ₹1,842.75 lakhs against Warrant subscription price i.e. 25% of Warrant Issue Price ₹68.25/- per warrant; and
  - (iv) An amount of ₹1,965.60 lakhs against Warrant Exercise price i.e. 75% of Warrant Issue Price ₹204.75/- per warrant for conversion of 9,60,000 warrants into 9,60,000 equity shares.
- (e) The Company has allotted 9,60,000 (Nine Lakhs Sixty Thousand) Equity Shares of face value of ₹10/- each, upon receipt of the Exercise price as stated above and exchange off/for equal number of 9,60,000 warrants.

**Date: 14-08-2025**  
**Place: Mumbai**  
**UDIN: F005733G001012123**

**For VKMG & Associates LLP**  
**Company Secretaries**  
**FRN: L2019MH005300**

**Anish Gupta**  
**Partner**  
**FCS-5733**  
**CP No. - 4092**  
**PRN:5424/2024**

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

## ANNEXURE A

To,  
The Members,  
**Organic recycling Systems Limited**  
Office No. 1003, 10<sup>th</sup> Floor, the Affaires,  
Plot No.9, Sector 17, Sanpada,  
Navi Mumbai - 400705

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

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

**Date: 14-08-2025**  
**Place: Mumbai**  
**UDIN: F005733G001012123**

**For VKMG & Associates LLP**  
**Company Secretaries**  
**FRN: L2019MH005300**

**Anish Gupta**  
**Partner**  
**FCS - 5733**  
**CP No. - 4092**  
**PRN:5424/2024**

## ANNEXURE – 3

### Details required as per sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) the Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of Director/Key Managerial Personnel and Designation	Remuneration of Director/KMP (₹ In Lakhs)	% increase in remuneration on FY 2024-2025	Ratio of Remuneration of each Director to median Remuneration of employee
SARANG SUHAS BHAND	42.00	00.00%	1 : 7.09
YASHAS SUHAS BHAND	24.00	00.00 %	1 : 4.05
RAKESH MEHRA	1.50	- <sup>1</sup> %	1 : 0.253
AMIT KARIA	0.30	- <sup>1</sup> %	1 : 0.337
JANAKI BHAND	0.10	- <sup>1</sup> %	1 : 0.169
JIGAR SURESH GUDKA	34.37	26.01 %	1 : 5.80
SEEMA SAWANT (Appointed w.e.f 8 <sup>th</sup> November, 2023)	6.00	- <sup>2</sup> %	1 : 1.01

<sup>1</sup> During the year, there is no changes in sitting fees, however amount of sitting fees paid increased and/or decreased due to number of meeting of Board and/or committee held and attended by respective directors, hence percentage increase in remuneration (sitting fees) is not comparable.

<sup>2</sup> Appointed w.e.f. November 8, 2023, hence percentage increase in remuneration is not comparable. Further, there is no changes in remuneration.

- (ii) the percentage increase in the median remuneration of employees in the financial year:

14.00 %

- (iii) the number of permanent employees on the rolls of the Company:

As on March 31, 2025, the Company has 55 permanent employees (including 2 executive directors) on its rolls as under.

Female	11
Male	44
Transgender	0

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

The average increase in the salaries of employees other than managerial personnel in the financial year 2024-25 was **20.95%**, whereas the increment in Managerial remuneration for the same financial year was **9.13 %** as stated above, as per Industry level.

- (v) the key parameters of any variable component of remuneration availed by the directors:

Not Applicable

**It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.**

For and on behalf of the Board of Directors of  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
(DIN: 01633419)  
Place: Navi Mumbai  
Date: 14-08-2025

**Yashas Bhand**  
Whole-time Director and CEO  
(DIN:07118419)  
Place: Navi Mumbai  
Date: 14-08-2025



# MANAGEMENT DISCUSSION AND ANALYSIS:

## Industry Overview

### CBG Market potential (Reference1, Reference2)

India stands at a crucial juncture in its energy journey, aiming to reduce LNG imports, cut carbon emissions, and harness its vast biomass resources. Compressed Biogas (CBG) has emerged as a strategic enabler in this transformation, offering a clean, domestic alternative to fossil-based gas.

India's waste management industry is witnessing a transformative shift with the rise of Compressed Biogas (CBG) as a key enabler of circularity and energy transition. In **FY24**, India imported **31.8 BCM of LNG worth USD 13.3 billion**, with demand expected to nearly **triple** by **2030**—creating a strong case for CBG as a carbon-neutral, domestically available substitute derived from organic waste such as agricultural residue, press mud, sewage, and MSW. Despite an estimated production potential of **~62 MMT** annually, installed capacity remains under **1%**, indicating significant headroom for scale-up. Currently, **872 biogas plants** and over **100 large-scale CBG facilities** are operational, with **600+ more** in the pipeline. The sector benefits from robust policy support, including capital subsidies (up to **₹10 crore**), pipeline and biomass infra support, and a mandatory **1–5%** blending obligation in **CGD networks** by **FY29**. By mitigating methane emissions, replacing fossil fuels, and monetizing waste, CBG is emerging as a cornerstone of India's integrated waste management and green energy strategy.

### Biomedical waste management market (Reference)

In parallel, India's biomedical waste management market was estimated at USD 1.37 billion in 2024, and is expected to grow at a CAGR of ~10%, reaching USD 3.45 billion by 2033. A stricter regulatory landscape, including the Biomedical Waste Management Rules 2016, is driving institutional adoption of compliant treatment technologies such as autoclaving, microwave-based sterilisation, and digital tracking systems

## OPPORTUNITIES & STRENGTHS

### ➔ Product & Technological differentiation:

The company distinguishes itself through in-house engineering such as:

1. Includes patented technologies such as *DRYAD* (high-solid thermophilic anaerobic digestion)

and *Marut Drum* (high-efficiency organic fraction recovery system).

2. Features proprietary technologies like *LIPH-AD* (liquid phase anaerobic digestion), *INV-CO* and *EW-CO* (advanced composting systems), and *Sanjeevak / Alpha Carbon* (biomass-to-charcoal conversion).

➔ **EPC leadership in CBG:** ORSL is positioned as a full-stack EPC provider for third-party CBG plants—offering technology advisory, feedstock engineering, anaerobic design, automation, and plant commissioning. This capability allows ORSL to execute projects with greater precision and higher margins. Operational experience of managing waste to biogas plants for more than 12 years.

➔ **Robust In-House R&D and Strategic Academic Partnerships:** ORSL's competitive edge is anchored in its in-house Research Innovation Centre (ORSL-RIC), which drives proprietary technology development across biomass valorisation, anaerobic digestion, CCU, and microalgae-based treatment. Supported by long-term collaborations with institutions such as IIT Bombay, IIT Kharagpur, and global universities, this integrated R&D ecosystem enhances ORSL's ability to deliver customised, high-performance cleantech solutions aligned with emerging sustainability needs.

## RISKS & CONCERNS

As a technology-led EPC platform, ORSL operates in a project-driven environment where order flow and execution timelines are influenced by external factors such as client readiness, regulatory clearances, and site conditions. To mitigate these risks, the Company prioritises early-stage technical engagement, maintains a diversified pipeline across regions and clients, and structures contracts around milestone-based execution and payment schedules to protect working capital.

A key emerging challenge is the rise in new competition, particularly from well-funded startups, infrastructure EPC firms, and international players entering the waste-to-energy space. Many of these new entrants are targeting CBG infrastructure with aggressive pricing, bundled financing, or digital monitoring add-ons. ORSL mitigates this by doubling down on its core strength—integrated engineering, in-house design, and execution depth—while continuing to invest in R&D and proprietary systems that provide measurable

differentiation in plant performance and compliance assurance.

### Future Outlook

ORSL is well-positioned to capitalize on the growing national focus on sustainable waste management and clean energy. With strong policy tailwinds such as the SATAT initiative, CBG blending mandates, and increasing urbanization, the demand for integrated waste-to-energy solutions is expected to accelerate.

Key growth drivers for the upcoming year include:

- ➔ Scaling execution of containerised and **mid-scale CBG plants** under private and PPP formats.
- ➔ **Expansion of biomedical waste systems into Tier-II cities and healthcare clusters;** The company is tackling gaps in biomedical waste disposal by introducing Austrian autoclave systems, approved by Department of Medical Education & Research. These compact machines sanitise & process various grades of Bio-medical waste to addressing regulatory needs.
- ➔ **Commercialisation of the Sanjeevak carbonisation system.** The Company sees strong long-term potential in its Sanjeevak carbonisation system, which transforms hard shell agro-biomass into green charcoal and other value-added products. With approval from the Coconut Development Board and eligibility for capital subsidies, the product is well-positioned for scale-up—particularly in export markets where sustainable biomass-based alternatives command premium pricing.
- ➔ The Company is in advanced stages of evaluating two **strategic acquisitions** aimed at strengthening its platform capabilities. The first is a backward integration initiative involving the acquisition of a fabrication facility, which will enable in-house manufacturing of key equipment and improve cost control, delivery timelines, and quality assurance. The second focuses on expanding ORSL's presence in the sustainable chemicals and catalyst distribution space, providing a ready market for proprietary R&D innovations while supporting eligibility for larger project bids. These acquisitions are expected to enhance operational efficiency, diversify revenue streams, and accelerate the commercialisation of in-house technologies.
- ➔ Looking ahead, the Company's R&D pipeline is designed to unlock significant growth opportunities by developing

commercially scalable solutions in CO<sub>2</sub> valorisation, renewable fuels, advanced membranes, and bio-based products. These innovations are expected to enhance revenue potential through technology licensing, joint ventures, and green investments, while reinforcing our long-term commitment to Net-Zero, ESG, and SDG goals.

- ➔ By combining its execution capabilities with a **robust technology pipeline**, ORSL remains committed to driving value creation while contributing meaningfully to India's circular economy and energy transition goals.

ORSL's strategy will remain focused on building a modular, scalable, and technology-intensive platform that supports the clean energy transition.

### Internal Control Systems and their adequacy

The Company has adequate internal control systems in place commensurate with its size and nature of business which ensures orderly and efficient conduct of its business, safeguarding its assets, prevention and detection of frauds and error and timely tax and regulatory compliances. To ensure transparency and good corporate governance, the Company has established policies aligned with applicable Securities and Exchange Board of India regulations covering key areas like related party transactions, materiality of information/events, nomination and remuneration of directors and KMPs, whistle blower, practices and procedures for fair disclosure of unpublished price sensitive information, code of ethics for board of directors and senior management, etc. These policies provide a framework for managing these matters and strengthen our internal controls. Additionally, the statutory auditors after testing the existing internal financial controls, have confirmed that these controls were operating effectively during the year. The Company, in compliance with the applicable regulations of Securities and Exchange Board of India, has approved policies on matters such as related party transactions, materiality of information/events, nomination and remuneration of directors and KMPs, whistle blower, practices and procedures for fair disclosure of unpublished price sensitive information, code of ethics for board of directors and senior management, etc. which provide assistance to the management to deal with such matters supporting internal controls. The Audit Committee and the Board are of the opinion that the Company has sound Internal Financial Control commensurate with the nature and size of its business operations and operating effectively, and no material weakness exists during the year

## Financial performance with respect to operational performance

### Standalone Financial Performance

(₹ in Lakhs)

Particulars	FY2025	FY2024
Revenue from Operations	2,522.65	1,812.84
Other Income	238.29	29.03
<b>Total Income</b>	<b>2,760.94</b>	<b>1,841.87</b>
EBITDA	546.82	520.11
PAT	341.77	314.56

Standalone income grew by 39.15 % from ₹1,812.84 lakhs in FY 2024 to ₹2,522.65 in FY 2025. EBITDA increased by 5.14% from ₹520.11 lakhs in FY 2024 to ₹546.82 lakhs in FY 2025 mainly due to decrease in the cost of material consumed and finance costs.

### Consolidated Financial Performance

(₹ in Lakhs)

Particulars	FY2025	FY2024
Revenue from Operations	4,377.29	2,748.73
Other Income	495.93	30.29
<b>Total Income</b>	<b>4,873.22</b>	<b>2,779.02</b>
EBITDA	2,062.10	1,063.52
PAT	1,571.86	776.90

Consolidated income grew by 59.25 % from ₹2,748.73 lakhs in FY 2024 to ₹4,377.29 lakhs in FY 2025. Profit after tax (PAT) grew by 102.32% from ₹776.90 lakhs in FY 2024 to ₹1,571.86 lakhs in FY 2025.

## Material developments in Human Resources /Industrial Relations front, including number of people employed.

Our company takes great pride in our employees at all levels, recognizing them as our most valuable assets. We attribute our growth and success to the dedication and efforts of our people. To support our team in achieving the company's goals, we provide comprehensive training, empowering each individual to perform at their best and reach the targets set for the company. We ensure a supportive environment that promotes a healthy work-life balance, understanding its importance for overall wellbeing and productivity. Additionally, we are committed to the professional development of our employees, offering opportunities for career advancement and continuous learning. We also cultivate leadership skills by providing opportunities for team members to take on leadership roles and responsibilities, fostering a culture of growth and innovation. Furthermore, we encourage our people to take additional responsibilities to enhance their learning curve. We are deeply committed to women empowerment within our organization. We promote an inclusive and supportive environment where women are encouraged to take on leadership roles and pursue their career aspirations. By providing equal opportunities and resources, we aim to foster a culture where every woman can thrive and contribute to the company's success. We are a dedicated team of 55 individuals, united by our mission to save and sustain the environment. Through our collective efforts, we strive to create a healthier, more sustainable world for future generations. Our commitment drives us to innovate and lead in environmental conservation.

## Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios

Particulars	Basis	On March 31, 2025	On March 31, 2024	Variance (in %)	Comments
Trade Receivable Turnover Ratio	Net Sales/Average Accounts Receivable	1.17	0.76	53%	The ratio has improved due to reduction in average accounts receivable.
Inventory Turnover Ratio	Cost of Goods Sold/Average Inventory	529.19	688.7	-23%	NA
Interest Service Coverage Ratio	Earnings Before Interest Tax/ Interest on Debt Expense during the period	106.68	6.71	1,489%	The ratio has improved during the year primarily due to a reduction in finance costs..
Current Ratio	Current Asset/Current Liability	7.76	2.73	184%	The ratio has improved due to an increase in current assets and a decrease in current liabilities compared to the previous year.

Particulars	Basis	On March 31, 2025	On March 31, 2024	Variance (in %)	Comments
Debt-Equity Ratio	Total Debt/ Shareholder's Equity	0.15	0.19	-24%	NA
Operating profit margin (%)	EBITDA/Net sales	21.63%	28.59%	-24%	NA
Net Profit margin (%)	Net Profit/Net Sales	14%	17%	-22%	NA
Return on Net Worth	Net Profit after Tax - Preference Dividend/ Average Shareholder's Equity	1.87%	2.31%	-19%	During the financial year, the Company recorded an increase in net profit after tax compared to the previous year. However, the return on net worth has declined due to increase in average shareholder's funds in current year on account of issuance of 27,00,000 convertible share warrants on December 26, 2024. Each warrant is convertible into one equity share of face value of ₹10/ at an issue price of ₹273/- per warrant (including a premium of ₹263/- per share), The Company has converted and allotted 9,60,000 equity shares upto the reporting date.

# **Standalone Financial Statements**



# Independent Auditor's Report

To,  
The Members of  
**Organic Recycling Systems Limited**

## Report on the audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying Standalone Financial Statements of **Organic Recycling Systems Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended March 31, 2025, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit and its Cash Flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), specified under Section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements, and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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 for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India,

including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate Accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- ➔ Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that

is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2025, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. However, it was not possible to verify if daily backups were being taken in the absence of any evidence to that effect;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Standalone Financial

Statements comply with the Companies (Accounting Standards) Rules, 2021 specified under Section 133 of the Act;

- e. On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report;
- g. In our opinion, the managerial remuneration for the year ended March 31, 2025, has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us.
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note- 16 and Note- 31 to the Standalone Financial Statements.
  - ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 40(5) to the Standalone Financial Statement, no funds have been advanced or loaned or invested (either from borrowed funds or

share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(b) The management has represented that, to the best of its knowledge and belief as disclosed in the Note 40(6) to the standalone financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under Sub-Clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

- v. No dividend has been declared or paid during the year by the Company and hence no comment is required on compliance of Section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025, which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.144424

UDIN: 25144424BMIYMF6603

Place: Navi Mumbai

Date: May 15, 2025

## Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our report to the members of Organic Recycling Systems Limited of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year, and no material discrepancies were identified on such verification.
- (c) There is no immovable property held by the Company and accordingly, the requirement to report on Clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment and Intangible assets during the year ended March 31, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) During the year, the inventories were physically verified by the Management. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the requirement to report on Clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies or firms as follows:

Particulars	Guarantees	Security	Loans	Advances in nature of loans
<b>Aggregate amount granted/ provided during the year</b>				
- Subsidiaries	-	-	₹1,060.37 Lakhs	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	₹0.30 Lakhs	-
<b>Balance outstanding as at balance sheet date in respect of above cases</b>				
- Subsidiaries	₹2,844 Lakhs	-	₹7,016.48 Lakhs	-
- Joint Ventures	-	-	-	-
- Associates	-	-	-	-
- Others	-	-	₹5.56 Lakhs	-

- (b) During the year, the Company has not made any investments and the terms and conditions of the grant of all loans to any party are not prejudicial to the Company's interest.
- (c) In respect of loans given by the Company, the schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts are regular.
- (d) There are no amounts of loans granted to any parties which are overdue for more than ninety days.
- (e) There were no loans to any parties which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.



- iv. The Company has complied with the provisions of Section 185 of the Act in respect of the loan granted and guarantee given, to the extent applicable. The Company being established with the object of and engaged in the business of providing Infrastructural Facilities as prescribed in Section 186(11) read with Schedule VI, does not require to comply the provision of Section 186 in respect of loan given, investment made, guarantee given, or security provided in connection with loans to other bodies corporate or persons.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on Clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the activities of the Company.
- vii. (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.  
  
There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) There are no dues of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income tax, Customs duty, Cess, and other statutory dues which have not been deposited on account of any dispute. The provisions relating to duty of excise, sales tax, service tax & value added tax are not applicable to the company.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has utilised the money raised by way of term loan for the purposes for which they were obtained.
- (d) The Company did not raise any funds on short term basis during the year. Accordingly, the requirement to report on Clause (ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Accordingly, the requirement to report on Clause (ix)(f) of the Order is not applicable to the Company.
- x. (a) The company has not raised any monies by way of Initial Public Offer or further public offer (including debt instruments) during the year. Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has made preferential allotment of preferential convertible warrants during the year. The requirements Section 42 and Section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under Sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

- xii. (a) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(a) of the Order is not applicable to the Company.
- (b) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on Clause 3(xii)(c) of the Order is not applicable to the Company.
- xiii. Transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Standalone Financial Statements, as required by the applicable Accounting Standards.
- xiv. (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, the requirement to report on Clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report on Clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on Clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group. Accordingly, the requirement to report on Clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current year and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note 37 to the Standalone Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx (a) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) The provisions of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.144424

UDIN: 25144424BMYMF6603

Place: Navi Mumbai

Date: May 15, 2025

### **Annexure “B” to the Independent Auditor’s Report**

**(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the Members of Organic Recycling Systems Limited of even date)**

#### **Report on the Internal Financial Controls under Clause (i) of Sub – Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to Standalone Financial Statements of Organic Recycling Systems Limited (the “Company”) as of March 31, 2025, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, as specified under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these Standalone Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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 these Standalone Financial Statements.

#### **Meaning of Internal Financial Controls with reference to these Standalone Financial Statements**

A company’s internal financial controls with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to Standalone Financial Statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone 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 (iii) 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 Standalone Financial Statements.

### **Inherent Limitations of Internal Financial Controls reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management of 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 Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference

to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

### **Pritesh Bhagat**

Designated Partner

Membership No.144424

UDIN: 25144424BMYMF6603

Place: Navi Mumbai

Date: May 15, 2025

# Standalone Balance Sheet

as at March 31, 2025

		(₹ in Lakhs)	
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	881.69	785.69
Reserves and surplus	5	18,257.06	15,390.48
Money received against Share Warrant	6	1,187.55	-
		<b>20,326.30</b>	<b>16,176.17</b>
<b>Non-current liabilities</b>			
Long-term borrowings	7	2,973.92	3,118.82
Deferred tax liabilities (Net)	8	1.68	-
Other Long-term liabilities	9	817.23	264.00
Long-term provisions	10	56.53	41.27
		<b>3,849.37</b>	<b>3,424.09</b>
<b>Current Liabilities</b>			
Short-term borrowings	7	8.07	7.09
Trade payables	11		
Total outstanding dues of micro enterprises and small enterprises		57.48	513.93
Total outstanding dues of creditors other than micro enterprises and small enterprises		7.31	177.63
Other current liabilities	9	495.96	501.17
Short-term provisions	10	29.26	66.19
		<b>598.09</b>	<b>1,266.01</b>
<b>Total</b>		<b>24,773.75</b>	<b>20,866.27</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment and Intangible assets			
Property, Plant & Equipment	12	68.11	65.32
Intangible assets	12	642.68	8.21
Capital Work-in-Progress	12	5.71	-
Intangible assets under development	12	362.15	852.82
Non-current investments	13	9,547.46	9,547.46
Deferred tax assets (Net)	14	-	23.44
Long-term loans and advances	15	7,023.33	6,645.70
Other non current assets	16	2,483.11	262.94
		<b>20,132.55</b>	<b>17,405.88</b>
<b>Current assets</b>			
Inventories	17	2.66	1.17
Trade receivables	18	1,618.79	2,708.57
Cash and Bank Balance	19	2,722.77	579.23
Short-term loans and advances	15	283.83	66.34
Other current assets	16	13.15	105.08
		<b>4,641.20</b>	<b>3,460.39</b>
<b>Total</b>		<b>24,773.75</b>	<b>20,866.27</b>

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

Place: Navi Mumbai

Date: May 15, 2025

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited**

**Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

Place: Navi Mumbai

Date: May 15, 2025

**Yashas Bhand**

Whole-time Director and CEO

DIN : 07118419

**Seema Gawas**

Company Secretary

Place: Navi Mumbai

Date: May 15, 2025



# Statement of Standalone Profit and Loss

for the year ended March 31, 2025

Particulars	Notes	(₹ in Lakhs except earning per share)	
		For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Income</b>			
Revenue from operations	20	2,522.65	1,812.84
Other income	21	238.29	29.03
<b>Total Income (i)</b>		<b>2,760.94</b>	<b>1,841.87</b>
<b>Expenses</b>			
Cost of Material consumed	22	74.30	402.75
Purchases of stock-in-trade	23	939.29	-
Change in inventories of finished goods and work in progress	24	(1.29)	(0.91)
Construction Expenses	25	414.66	380.20
Employee benefits expense	26	350.27	244.84
Depreciation and amortization expense	27	78.46	15.55
Finance costs	28	5.48	76.76
Other expenses	29	436.88	294.88
<b>Total expenses (ii)</b>		<b>2,298.06</b>	<b>1,414.07</b>
<b>Profit before exceptional and extraordinary item and tax (iii = i-ii)</b>		<b>462.88</b>	<b>427.80</b>
Exceptional items (iv)		-	-
<b>Profit before Extraordinary item and tax (v = iii-iv)</b>		<b>462.88</b>	<b>427.80</b>
Extraordinary Items (vi)		-	-
<b>Profit before Tax (vii = v-vi)</b>		<b>462.88</b>	<b>427.80</b>
<b>Tax Expenses (viii)</b>			
Current tax		92.86	119.11
Deferred tax		25.12	(6.12)
Short/(Excess) provision of tax of earlier years		3.13	0.25
<b>Total tax expenses</b>		<b>121.10</b>	<b>113.24</b>
<b>Profit for the year (ix = vii-viii)</b>		<b>341.77</b>	<b>314.56</b>
<b>Earnings per equity share (in ₹) [nominal value of ₹10 per share (March 31, 2024 - ₹10 per share)]</b>	30		
Basic		4.44	4.86
Diluted		4.07	4.86

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**  
Designated Partner  
Membership No.: 144424

Place: Navi Mumbai  
Date: May 15, 2025

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
DIN : 01633419

**Jigar Gudka**  
Chief Financial Officer

Place: Navi Mumbai  
Date: May 15, 2025

**Yashas Bhand**  
Whole-time Director and CEO  
DIN : 07118419

**Seema Gawas**  
Company Secretary

Place: Navi Mumbai  
Date: May 15, 2025

# Standalone Statement of Cash Flows

## for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Cash flow from operating activities</b>		
Profit before Tax	<b>462.88</b>	<b>427.80</b>
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation	78.46	15.55
Finance cost	5.48	76.76
Interest income	(10.82)	(25.07)
Sundry balance written back	(11.41)	(1.41)
Loss/Gain on sale of property, plant and equipment	-	16.64
Bad debts and Balance written off	1.23	4.68
<b>Operating profit before working capital changes</b>	<b>525.82</b>	<b>514.94</b>
<b>Movement in working capital :</b>		
Increase/ (Decrease) in Trade payables	(615.34)	(26.91)
Increase/ (Decrease) in Other liabilities	544.05	(347.90)
Increase/ (Decrease) in Provisions	(89.72)	9.70
Decrease/ (Increase) in Loans and advances	(583.14)	(311.80)
Decrease/ (Increase) in Inventories	(1.49)	(1.17)
Decrease/ (Increase) in Trade receivables	1,089.78	(645.14)
Decrease/ (Increase) in Other current / non current assets	(2,365.86)	406.73
<b>Cash generated from/(used in) operations</b>	<b>(1,495.90)</b>	<b>(401.54)</b>
Direct Taxes paid (net of refunds)	(40.00)	(40.00)
<b>Net cash flow from operating activities (A)</b>	<b>(1,535.90)</b>	<b>(441.54)</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipments including CWIP and capital advances	(33.32)	(56.29)
Purchase of intangible asset including capital advances	(688.12)	(8.29)
Sale of Property, Plant and Equipment	-	5.00
Intangible Asset Under Development	490.67	(199.65)
Investment in bank deposits	57.62	(60.02)
Interest received	6.96	42.84
<b>Net cash used in investing activities (B)</b>	<b>(166.19)</b>	<b>(276.42)</b>
<b>Cash flow from financing activities</b>		
Proceeds from issue of equity shares	2,620.80	4,829.12
Proceeds from issue of warrants	1,842.75	-
Amount transfer to share capital and security premium account on conversion of warrants	(655.20)	-
Proceeds /(Repayment) from long-term borrowings including current maturity, net	(143.92)	(3,470.45)

# Standalone Statement of Cash Flows

for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest paid	(4.44)	(76.82)
<b>Net cash used in financing activities (C)</b>	<b>3,659.99</b>	<b>1,281.84</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>1,957.91</b>	<b>563.88</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>579.13</b>	<b>15.25</b>
<b>Cash and cash equivalents at end of the year</b>	<b>2,537.03</b>	<b>579.13</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	0.15	0.11
Balances with banks:		
- on current accounts	569.28	359.01
Term Deposit with bank with Original maturity less than 3 months	1,967.60	220.00
<b>Total cash &amp; cash equivalents</b>	<b>2,537.03</b>	<b>579.13</b>

Summary of significant accounting policies

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited**

**Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

**Yashas Bhand**

Whole-time Director and CEO

DIN : 07118419

**Seema Gawas**

Company Secretary

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 1 NATURE OF OPERATION

Organic Recycling Systems Limited ("the Company") is a technology development company focused on pioneering in developing solutions focused on the Municipal Solid Waste (MSW) space. The Company is involved in the Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector, through various Special Purpose Vehicles ("SPVs"). Further, the company has also started monetizing its technology through entering into EPC contracts with developers of MSW projects. The Company was incorporated as a private limited company and became a Limited Company in September, 2022.

The Company operates through bidding for waste management projects and has been awarded contracts by various Municipal Corporations. Some of this contract are executed through SPV.

### 2 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year unless otherwise specified.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle, and other criteria set out in the schedule III to the companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

#### Current-Non current classification

All assets and liabilities are classified into current and non-current as follows:

#### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### a. Presentation and disclosure

The Company has prepared the Financial Statements along with the relevant notes in accordance with the requirements of Schedule III of the Act.

#### b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and disclosure that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in current and future periods.

#### c. Cash and Cash Equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

#### d. Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### e. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use less accumulated depreciation, amortization, impairment, discarding and compensation.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the

difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### f. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any. Intangible assets are recognized only if it is probable that the expected future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

##### Technology Development:

Expenditure incurred during research is charged to revenue when no intangible asset arises from such research.

Development expenditure is capitalised to the extent that it is expected that such asset will generate future economic benefits; adequate technical, financial and other resources required to complete the development and to use or sell the asset are available, and the expenditure attributable to the asset during its development can be measured reliably. The Company filed patents for 'DRYAD' Technology and 'Integrated Process for Pre-treatment and Anaerobic Digestion of Waste' (referred to as MARUT Drum and allied equipment) in June 2014 and was granted the patents on June 16, 2022, and July 10, 2023, respectively.

#### g. Depreciation & Amortisation

Depreciation on Property, Plant & Equipment is provided on the written down value method at the calculated rates on the basis of the useful life specified in Part C and in the manner prescribed under Schedule II of the Companies Act, 2013, as under:

Property, Plant & Equipment	Useful Life
Office Equipments	5 Years
Furniture's & Fixtures	10 Years
Computers	3 Years
Vehicles	8 Years
Plant & Machinery	15 Years

During the year, depreciation is provided at 100% on



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

the written down value of assets which have retired from active use.

Intangible assets in the nature of software's are amortised on a Straight Line Method over their useful lives of 3 years.

Internally generated intangible assets recognised during the year are amortised on a Straight Line Method over their estimated useful life of 10 years, in accordance with the requirements of the applicable accounting standards.

However, in respect of two specific intangible assets, based on technical evaluation and management's assessment of the future economic benefits, the useful life has been estimated to be 20 years, and the amortisation is accordingly provided over such period on a Straight Line Method.

The Company has amortized the Technology Development cost over its estimated life over 10 years.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial period and the amortization method is revised to reflect the changed pattern, if any.

### h. Intangible Assets under Development

Intangible assets under development are stated at cost, net of accumulated impairment losses, if any. The cost comprises of salary cost incurred in the development of Activated Carbon to Mesh Membrane development for water /gas purification application, Micro Algae application for waste water treatment, Cashew apple to Vinegar/Bioethanol, Emission control device for Emission control application, Lithium Metal recovery from Industrial waste water, Biogenic CO<sub>2</sub> Methanation Technology, MSW torrefaction, Biogenic CO<sub>2</sub> To Mixed Alcohol (C1-C4) conversion, RDF/Biomass to renewable Dimethyl ether (r-DME), Paddy straw and other Agri-residue pretreatment using Bio- enzymatic Technologies, Bio methanation catalyst, Bio grinder, and AI-based Digester Health Monitoring/Prediction Software.

### i. Revenue Recognition

Revenue is recognized based on the nature of activity to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

#### Revenue from Construction Contract

- For Engineering, Procurement and Construction ('EPC') and construction contracts, contract prices are either fixed or subject to price escalation clauses.
- Revenues are recognised on a percentage of completion method measured on the basis of stage of completion which is as per joint surveys and work certified by the customers.
- Profit is recognised in proportion to the value of work done (measured by the stage of completion) when the outcome of the contract can be estimated reliably. When the total contract cost is estimated to exceed total revenues from the contract, the loss is recognized immediately.
- Amounts due in respect of price escalation claims and/ or variation in contract work are recognised as revenue only if the contract allows for such claims or variations and/or there is evidence that the customer has accepted it and are capable of being reliably measured.

#### Revenue from Supply Contracts-Sale of goods

Revenue from supply contract is recognized when the substantial risk and rewards of ownership is transferred to the buyer.

#### Service income

Service income is recognised on the basis of completion of service method.

#### Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### j. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. All other investments are classified as long term investments. Long term investments are carried at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

### k. Inventories

Inventories comprising finished goods, are carried at the lower of cost and net realisable value and work-in-progress are valued at cost.

Raw materials are valued at cost using Weighted average method. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### l. Retirement and other employee benefits

#### Short Term Employee Benefits:

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

#### Post-Employment Benefits:

Company's contribution for the period paid/

payable to defined contribution retirement benefit schemes are charged to statement of Profit and Loss. Company's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per actuarial valuation carried out at the balance sheet date. The benefit is unfunded. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

### m. Borrowing Cost

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the statement of Profit and Loss in the year in which they are incurred.

### n. Earnings Per Share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

### o. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

### p. Impairment of Assets

At each Balance Sheet date, the company assesses as to whether there is any indication that an asset is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. However, as per the assessment made by the company as on the balance sheet date, there is no such indication of any impairment of any asset during the year under report and therefore there is no effect of impairment loss in the financial statement for the year under report.

### q. Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past event; 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 of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### r. Leases

#### Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets taken on finance lease are initially capitalised at fair value of the asset or present value of the minimum lease

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

### Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

### s. Events occurring after the Balance Sheet date:

Events occurring after the balance sheet date are those significant events, both favourable and unfavourable, that occur between the balance sheet and the date on which the Standalone financial

statements are approved by the Board of Directors. Adjustments to assets and liabilities are required for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date. To that extent Assets and Liabilities are adjusted for events occurring after the balance sheet date which indicate that the fundamental accounting assumption of going concern is not appropriate.

### t. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognised in the statement of profit and loss.

Foreign currency denominated monetary items at year end are translated at exchange rates as on the reporting date and the resulting net gain or loss is recognised in the statement of profit and loss. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 4 SHARE CAPITAL

(₹ in Lakhs)

Particulars	Number of Shares March 31, 2025	As at March 31, 2025	Number of Shares March 31, 2024	As at March 31, 2024
<b>Authorized capital</b>				
Equity shares of ₹10/- each	20,040,000	2,004.00	20,040,000	2,004.00
0% Optionally convertible preference shares of ₹10/- each	300,000	30.00	300,000	30.00
0% Non-cumulative redeemable preference shares of ₹10/- each	160,000	16.00	160,000	16.00
<b>Total</b>		<b>2,050.00</b>		<b>2,050.00</b>
<b>Issued, subscribed and fully paid up share capital</b>				
Equity shares of ₹10/- each	8,659,275	865.93	7,699,275	769.93
0% Non-cumulative redeemable preference shares of ₹10/- each	157,632	15.76	157,632	15.76
<b>Total issued, subscribed and fully paid-up share capital</b>		<b>881.69</b>		<b>785.69</b>

#### (A) Equity Share Capital

##### Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	7,699,275	769.93	5,199,075	519.91
Add:				
(i) Shares issued on account of Initial Public offer during the year	-	-	2,500,200	250.02
(ii) Shares issued on account of Share warrant*	960,000	96.00	-	-
<b>Outstanding at the end of the year</b>	<b>8,659,275</b>	<b>865.93</b>	<b>7,699,275</b>	<b>769.93</b>

\*During the year, the Company issued 27,00,000 convertible share warrants on December 26, 2024. Each warrant is convertible into one equity share of face value ₹10/- at an issue price of ₹273/- per warrant (including a premium of ₹263/- per share), in one or more tranches. The warrants are exercisable within a period of 18 months from the date of allotment, in compliance with applicable laws and regulations.

The issuance was approved by the shareholders at their meeting held on December 11, 2024, and all necessary regulatory filings have been duly completed.

In the first tranche, the Company received 25% of the issue price, aggregating to ₹1,842.75 lakhs, towards the 27,00,000 convertible warrants. Subsequently, the balance 75% of the consideration, amounting to ₹1,965.60 lakhs, was received in respect of 9,60,000 warrants on or before March 28, 2025.

Accordingly, on March 29, 2025, the Company converted and allotted 9,60,000 equity shares of face value ₹10/- each at an issue price of ₹273/- per share (including a premium of ₹263/- per share), resulting in a total consideration of ₹2,620.80 lakhs.



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Issue of Shares (Initial Public Offer)

The Company has completed the initial Public Offer (IPO) of fresh issue and allotment of 25,00,200 equity shares of ₹10 each at an issue price of ₹200 per share on September 28, 2023. The equity shares of the Company were listed on Bombay Stock Exchange (BSE) on SME Platform w.e.f. October 6, 2023. The issue comprised of fresh issue of 25,00,200 equity shares aggregating to ₹5,000.40 Lakhs.

### Utilisation of IPO proceeds

The details of utilisation of proceeds of IPO are as follows:

Particulars	(₹ in Lakhs)	
	Projected utilization of proceeds as per the offer document	For the year ended March 31, 2025
Repayment of Debt	3,750.40	3,750.40
General Corporate Purpose	1,048.00	1,048.00
<b>Total</b>	<b>4,798.40</b>	<b>4,798.40</b>

### Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of 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 shares held by the shareholders.

### Details of Shareholders holding more than 5% Equity Shares

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sarang Bhand	1,567,006	18.10%	1,567,006	20.35%
Suhrod Patel	569,643	6.58%	571,443	7.42%

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

### Aggregate number of Equity shares issued as Bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

#### ➔ Equity shares issued as pursuant to any contract for consideration other than cash

The Company allotted 41,25,000 equity shares as fully paid up bonus shares by capitalisation of profits transferred from Securities Premium, pursuant to the passing of an Ordinary Resolution by the Shareholder in Extra Ordinary General Meeting held in September 8, 2022 for bonus equity in the ratio of 300:1 [300 (Three Hundred) equity shares to be issued for every 1 (one) equity shares].

#### ➔ Equity shares bought back

The Company has not bought back any shares during the 5 preceding years.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Disclosure of Shareholding of Promoters

Disclosure of shareholding of Promoter as at March 31, 2025 is as follows:

Name of Promoter	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	18.10%	1,567,006	20.35%	-

Disclosure of shareholding of Promoter as at March 31, 2024 is as follows:

Name of Promoter	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	20.35%	1,567,006	30.14%	-

### (B) 0% Non-Cumulative Redeemable Preference Shares

**Reconciliation of the 0% non-cumulative redeemable preference shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	157,632	15.76	157,632	15.76
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>157,632</b>	<b>15.76</b>	<b>157,632</b>	<b>15.76</b>

### Terms/Rights attached to 0% non-cumulative redeemable preference shares

Preference shareholders shall be entitled to rights and privileges as are contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof subject to the Companies Act, 1956 and any subsequent re-enactments thereof.

Preference Shares are redeemable / transferable in accordance with the terms contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof. As per addendum dated September 08, 2022, the preference shares are redeemable on any date on or before March 31, 2029.

No dividend is payable on the preference shares of the Company.

Each of the shares shall be redeemed at price calculated based on annual return of 18% p.a. for the Redemption period.

### Details of Shareholders holding more than 5% non-cumulative redeemable preference shares

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Manish Modi	68,916	43.72%	68,916	43.72%
Mahendra Modi	14,000	8.88%	14,000	8.88%
Rupal J Shah Trustee of J.P.S. Family Trust	12,000	7.61%	12,000	7.61%
Ami Modi	10,740	6.81%	10,740	6.81%
Milap C Shah	45,860	29.09%	45,860	29.09%

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Disclosure of Shareholding of Promoters

Disclosure of shareholding of Promoter as at March 31, 2025 is as follows:

Name of Promoter	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

Disclosure of shareholding of Promoter as at March 31, 2024 is as follows:

Name of Promoter	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

## 5 RESERVES AND SURPLUS

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Capital Redemption Reserve</b>		
Balance as at the beginning of the year	9.17	9.17
Add: Addition on account of redemption of preference shares	-	-
<b>Closing balance at the end of the year</b>	<b>9.17</b>	<b>9.17</b>
<b>Securities premium account</b>		
Balance as at the beginning of the year	15,526.86	10,947.76
Add: Premium on Issue of Equity Shares	-	4,750.38
Add: Premium on conversion of Share warrant*	2,524.80	-
Less: Share issue expenses	-	(171.28)
<b>Closing balance at the end of the year</b>	<b>18,051.66</b>	<b>15,526.86</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as at the beginning of the year	(145.55)	(460.11)
Add: Profit for the year	341.77	314.56
<b>Closing balance at the end of the year</b>	<b>196.22</b>	<b>(145.55)</b>
<b>Total reserves and surplus</b>	<b>18,257.06</b>	<b>15,390.48</b>

\*During the year, the Company issued 27,00,000 convertible share warrants on December 26, 2024. Each warrant is convertible into one equity share of face value ₹10/- at an issue price of ₹273/- per warrant (including a premium of ₹263/- per share), in one or more tranches. The warrants are exercisable within a period of 18 months from the date of allotment, in compliance with applicable laws and regulations.

The issuance was approved by the shareholders at their meeting held on December 11, 2024, and all necessary regulatory filings have been duly completed.

In the first tranche, the Company received 25% of the issue price, aggregating to ₹1,842.75 lakhs, towards the 27,00,000 convertible warrants. Subsequently, the balance 75% of the consideration, amounting to ₹1,965.60 lakhs, was received in respect of 9,60,000 warrants on or before March 28, 2025.

Accordingly, on March 29, 2025, the Company converted and allotted 9,60,000 equity shares of face value ₹10/- each at an issue price of ₹273/- per share (including a premium of ₹263/- per share), resulting in a total consideration of ₹2,620.80 lakhs.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 6 MONEY RECEIVED AGAINST SHARE WARRANT

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Add: Money received during the year	3,808.35	-
Less: Converted into equity share capital	(2,620.80)	-
Less: Forfeited/expired during the year	-	-
<b>Closing balance</b>	<b>1,187.55</b>	-

### 7 BORROWINGS

(₹ in Lakhs)

Particulars	Short Term		Long term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Secured :</b>				
<b>Term loans</b>				
From Banks	3.58	3.34	12.02	15.60
	<b>3.58</b>	<b>3.34</b>	<b>12.02</b>	<b>15.60</b>
<b>Unsecured :</b>				
From Financial Institutions	4.49	3.75	11.20	15.69
Inter-Corporate Deposit from others	-	-	2,495.23	2,622.73
Inter-Corporate Deposit from related party (Refer Note - 32)	-	-	443.62	443.62
From Director (Refer Note - 32)	-	-	11.85	21.18
	<b>4.49</b>	<b>3.75</b>	<b>2,961.90</b>	<b>3,103.22</b>
<b>Total</b>	<b>8.07</b>	<b>7.09</b>	<b>2,973.92</b>	<b>3,118.82</b>

#### Terms and Conditions of the Long term Borrowings :

Particulars	Terms of Repayment with interest	EMI (₹ in Lakhs)
(i) Car loan from HDFC Bank is secured by hypothecation of the vehicle financed by bank.	Repayable in 84 monthly instalment commencing from March 2022 along with interest at 7.10% p.a.	0.38
<b>From Financial Institution :</b>		
(ii) Business loan from Bajaj Finance	Repayable in 84 monthly instalments. The first 26 instalments will only pay interest, while the remaining 58 instalments will pay both principal and interest. Principal repayment commences from May 2023 along with interest at 18% p.a.	0.58
<b>Inter-Corporate Deposit</b>		
(a) Aegis Warehousing Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. During the FY 24-25, no interest has been charged based on the waiver letter provided by the lender.	-
(b) La Fin Financial Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Particulars	Terms of Repayment with interest	EMI (₹ in Lakhs)
(c) Sunil Equitrade Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
(d) Organic Waste (India) Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
<b>From Director</b>		
(a) Sarang Bhand	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid after March 31, 2028, which carries interest @ 0%.	-

### 8 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Deferred tax liability</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	17.00	-
Disallowance of Expenditure under Section 43B	-	-
<b>Gross deferred tax liability (A)</b>	<b>17.00</b>	<b>-</b>
<b>Deferred tax assets</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	-
Provision for employee benefit expenses	15.32	-
On unabsorbed depreciation and business loss	-	-
<b>Gross deferred tax assets (B)</b>	<b>15.32</b>	<b>-</b>
<b>Net deferred tax (Liability (A-B))</b>	<b>1.68</b>	<b>-</b>

### 9 OTHER LIABILITIES

(₹ in Lakhs)				
Particulars	Current		Long term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Trade payables*	-	-	465.90	-
Security Deposits	-	-	214.00	264.00
Employee benefits payable	52.01	46.45	-	-
Statutory dues including provident fund and tax deducted at source	91.70	118.71	-	-
Payable for expenses*	351.95	335.64	137.33	-
Interest Accrued but not due on Term Loan	0.30	0.36	-	-
<b>Total</b>	<b>495.96</b>	<b>501.17</b>	<b>817.23</b>	<b>264.00</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Note:

\*During the year ended March 31, 2025, the Company reclassified trade payable amounting to ₹465.90 Lakhs and payables for expenses amounting to ₹137.33 Lakhs, relating to the Delhi project, from current liabilities to non-current liabilities. This reclassification is based on the fact that the underlying obligations are currently subject to ongoing arbitration proceedings, and the Company does not expect the resolution of these disputes within the next twelve months. The Company remains actively engaged in the arbitration process and is committed to resolving the matter in due course. The final outcome of the arbitration may impact the timing and amount of settlement of these payables.

### \*Trade Payables ageing schedule for current year

Particulars	Outstanding for following periods from due date of payment				(₹ in Lakhs) As at March 31, 2025
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	-	-	-	465.90	465.90
Others	-	-	-	-	-
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	-	-	-	465.90	465.90

### Trade Payables ageing schedule for previous year

Particulars	Outstanding for following periods from due date of payment				(₹ in Lakhs) As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	-	-	-	-	-

## 10 PROVISIONS

Particulars	Short term		Long term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Provision for employee benefits</b>				
Provision for gratuity (Refer Note - 33)	2.89	3.31	46.37	36.27
Provision for Leave Encashment (Refer Note - 34)	1.46	0.83	10.17	5.00
Provision for Income Tax	24.91	62.05	-	-
(Net of Tax Deducted at Source and advance tax of ₹67.95 Lakhs (P.Y. 57.06 Lakhs))				
<b>Total</b>	<b>29.26</b>	<b>66.19</b>	<b>56.53</b>	<b>41.27</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 11 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (Refer ageing schedule below)*	57.48	513.93
Total outstanding dues of creditors other than micro enterprises and small enterprises	7.31	177.63
<b>Total</b>	<b>64.80</b>	<b>691.56</b>

\*Refer to Note 9 for details on reclassification of trade payable to non-current liabilities.

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Company is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount due and remaining unpaid	57.48	513.93
Interest accrued and due on above and the unpaid interest	4.47	2.64
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	4.47	2.64
Amount of further interest remaining due and payable in succeeding years	4.47	2.64

Trade Payable ageing schedule for current period:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2025
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	3.96	5.50	48.02	-	57.48
Others	7.31	-	-	-	7.31
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	11.27	5.50	48.02	-	64.80

Trade Payable ageing schedule for current period:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	16.70	37.85	-	459.38	513.93
Others	177.63	-	-	-	177.63
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	194.33	37.85	-	459.38	691.56

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 12 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Property, Plant & Equipment					Total Property, Plant & Equipment	Intangible assets		Total Intangible assets
	Furniture & Fixtures	Computers	Vehicles	Office Equip- ments	Plant and Machinery		Technolo- gy Devel- opment	Software	
<b>Gross value</b>									
As at April 1, 2023	52.49	10.84	51.75	15.37	-	130.44	60.99	3.44	64.43
Addition	16.64	3.69	5.40	5.30	25.25	<b>56.28</b>	7.69	0.60	<b>8.29</b>
Disposals	50.49	-	-	7.14	-	<b>57.63</b>	-	-	-
<b>As at March 31, 2024</b>	<b>18.64</b>	<b>14.53</b>	<b>57.15</b>	<b>13.53</b>	<b>25.25</b>	<b>129.09</b>	<b>68.68</b>	<b>4.04</b>	<b>72.72</b>
Addition	1.21	13.61	-	11.29	1.51	<b>27.62</b>	671.52	16.60	<b>688.12</b>
Disposals	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>19.85</b>	<b>28.14</b>	<b>57.15</b>	<b>24.82</b>	<b>26.76</b>	<b>156.71</b>	<b>740.20</b>	<b>20.64</b>	<b>760.84</b>
<b>Depreciation/ Amortisation</b>									
As at April 1, 2023	31.92	8.77	31.87	12.34		84.90	60.69	3.14	63.83
Charge for the Year	2.87	1.40	6.60	1.89	2.10	<b>14.86</b>	0.49	0.19	<b>0.68</b>
Disposals	30.39	-	-	5.60	-	<b>35.99</b>	-	-	-
<b>As at March 31, 2024</b>	<b>4.40</b>	<b>10.17</b>	<b>38.47</b>	<b>8.63</b>	<b>2.10</b>	<b>63.77</b>	<b>61.18</b>	<b>3.33</b>	<b>64.51</b>
Charge for the Year	3.76	7.40	5.79	3.50	4.39	<b>24.83</b>	52.13	1.51	<b>53.65</b>
Disposals	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>8.17</b>	<b>17.57</b>	<b>44.26</b>	<b>12.13</b>	<b>6.49</b>	<b>88.60</b>	<b>113.32</b>	<b>4.84</b>	<b>118.16</b>
<b>Net Book Value</b>									
As at March 31, 2024	14.24	4.36	18.68	4.90	23.15	65.32	7.50	0.71	8.21
As at March 31, 2025	11.68	10.57	12.89	12.69	20.27	68.11	626.89	15.79	642.68

#### Capital Work-in-Progress

(₹ in Lakhs)

Particular	Amount
As at April 1, 2023	-
Add: Additions during the year	-
Less: Capitalised during the year	-
<b>As at March 31, 2024</b>	-
Add: Additions during the year	5.71
Less: Capitalised during the year	-
<b>As at March 31, 2025</b>	<b>5.71</b>
<b>As at March 31, 2024</b>	-
<b>As at March 31, 2025</b>	5.71

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Ageing schedule of Capital-work-in progress for FY 24-25:

(₹ in Lakhs)

Capital Work in Progress	Amount in Capital Work in Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
Project in progress	5.71	-	-	-	5.71

There are no projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

\*The Capital Work-in-Progress (CWIP) commenced during the current financial year; accordingly, no comparative ageing schedule has been presented for the previous year.

## 12 INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in Lakhs)

Particular	Amount
At April 1, 2023	653.17
Add: Additions during the year	199.65
Less: Capitalised during the year	-
<b>As at March 31, 2024</b>	<b>852.82</b>
Add: Additions during the year	180.85
Less: Capitalised during the year	671.52
<b>As at March 31, 2025</b>	<b>362.15</b>
<b>As at March 31, 2024</b>	<b>852.82</b>
<b>As at March 31, 2025</b>	<b>362.15</b>

### Intangible Assets under Development completion schedule for FY 24-25:

(₹ in Lakhs)

Intangible Assets under Development	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	180.85	69.88	111.42	-	362.15

### Intangible Assets under Development completion schedule 23-24:

(₹ in Lakhs)

Intangible Assets under Development	Amount in Intangible Assets under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	199.65	222.84	229.14	201.19	852.82

- The cost amounting to ₹180.85 Lakhs comprises of salary cost ₹177.25 lakhs and AI Software ₹3.60 Lakhs (P.Y. Salary expenses of 199.65 Lakhs) incurred in the development of Activated Carbon to Mesh Membrane development for water /gas purification application, Micro Algae application for waste water treatment, Cashew apple to Vinegar/Bioethanol, Emission control device for Emission control application, Lithium Metal recovery from Industrial waste water, Biogenic CO<sub>2</sub> Methanation Technology, MSW torrefaction, Biogenic CO<sub>2</sub> To Mixed Alcohol (C1-C4) conversion, RDF/Biomass to renewable Dimethyl ether (r-DME), Paddy straw and other Agri-residue pretreatment using Bio- enzymatic Technologies, Bio methanation catalyst, Bio grinder, and AI-based Digester Health Monitoring/Prediction Software.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

- ii. There are no projects under Intangible assets under Development, whose completion is overdue or has exceeded its cost compared to its original plan.

### 13 INVESTMENTS

(₹ in Lakhs)						
Particulars	Number of Shares March 31, 2025	Number of Shares March 31, 2024	Current		Non-Current	
			As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Trade Investments - Unquoted (Valued At Cost Unless Stated Otherwise)</b>						
<b>Investment in equity instrument</b>						
<b>Investment in Subsidiaries :</b>						
Solapur Bioenergy Systems Private Limited*#	15,400,000	15,400,000	-	-	6,220.00	6,220.00
Organic Waste (India) Private Limited**#	198,504	198,504	-	-	1,082.84	1,082.84
Pune urban Recyclers Private Limited#	10,000	10,000	-	-	1.00	1.00
Meerut Bioenergy Systems Private Limited#	10,000	10,000	-	-	1.00	1.00
<b>Investment in Associates :</b>						
Blue Planet Kannur Waste Solutions Private Limited	2,600	2,600	-	-	0.26	0.26
Blue Planet Palakkad Waste Solutions Private Limited	2,600	2,600	-	-	0.26	0.26
<b>Investment in Others :</b>						
Five Elements Environment Ventures Private Limited	1,000	1,000	-	-	0.10	0.10
			-	-	<b>7,305.46</b>	<b>7,305.46</b>
<b>Investment in Preference Shares</b>						
<b>Investment in Subsidiaries :</b>						
Solapur Bioenergy Systems Private Limited*	1,930,000	1,930,000	-	-	1,930.00	1,930.00
Organic Waste (India) Private Limited	22,379	22,379	-	-	312.00	312.00
			-	-	<b>2,242.00</b>	<b>2,242.00</b>
<b>Total</b>			-	-	<b>9,547.46</b>	<b>9,547.46</b>
<b>Aggregate amount of</b>						
Quoted Investments					-	-
Market value of Quoted Investments					-	-
Unquoted Investments					9,547.46	9,547.46

\* 37,00,000 (P.Y. 37,00,000) fully paid up equity shares of Solapur Bioenergy System Private Limited and 14,80,000 (P.Y. 14,80,000) Redeemable Preference shares of Solapur Bioenergy System Private Limited are pledge with Bank for term loan taken by Solapur Bioenergy System Private Limited.

\*\* Out of the total shares issued, 85,000 are partly paid up

# Out of total shareholding, 1 share is held by nominee shareholder.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 14 DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Deferred tax liability</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	-
Disallowance of Expenditure under Section 43B	-	-
<b>Gross deferred tax liability (A)</b>	-	-
<b>Deferred tax assets</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	12.00
Provision for employee benefit expenses	-	11.43
On unabsorbed depreciation and business loss	-	-
<b>Gross deferred tax assets (B)</b>	-	<b>23.43</b>
<b>Net deferred tax Assets (A-B)</b>	-	<b>23.43</b>
<b>Total</b>	-	<b>23.44</b>

### 15 LOANS AND ADVANCES

(₹ in Lakhs)				
Particulars	Short term		Long term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Other Loans &amp; Advances</b>				
Advance to Employees for Expenses	2.83	3.59	-	-
Advance to vendors	268.37	26.01	-	-
Capital Advance	-	-	-	2.32
Loans and advance to related parties* (Refer Note - 32)	-	-	7,022.04	6,642.09
Balance with Government Authorities-	-	25.43	1.29	1.29
Loan to Employees	0.52	1.03	-	-
Prepaid expenses	12.12	10.28	-	-
<b>Total</b>	<b>283.83</b>	<b>66.34</b>	<b>7,023.33</b>	<b>6,645.70</b>

#### Loans or Advances to Specified Person\*

(₹ in Lakhs)						
Name of the Party	Relationship	Nature of Amount (Loan/ Advance)	As at March 31, 2025	Percentage to the total Loans and Advances in the nature of loans	Secured/ Unsecured	Remarks
Five Elements Environment Ventures Private Limited	Related Party	Loan	5.56	0.08%	Unsecured	Repayment as per agreement
Meerut Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan	47.97	0.68%	Unsecured	Repayment as per agreement
Pune Urban Recyclers Private Limited	Wholly Owned Subsidiary	Loan	230.64	3.28%	Unsecured	Repayment as per agreement
Solapur Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan	6,737.87	95.95%	Unsecured	Repayment as per agreement
<b>Total</b>			<b>7,022.04</b>	<b>100.00%</b>		

#### Loans or Advances to Specified Person\*

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

(₹ in Lakhs)

Name of the Party	Relationship	Nature of Amount (Loan/Advance)	As at March 31, 2024	Percentage to the total Loans and Advances in the nature of loans	Secured/Unsecured	Remarks
Five Elements Environment Ventures Private Limited	Related Party	Loan	5.26	0.08%	Unsecured	Repayment as per agreement
Meerut Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan	39.79	0.60%	Unsecured	Repayment as per agreement
Pune Urban Recyclers Private Limited	Wholly Owned Subsidiary	Loan	229.04	3.45%	Unsecured	Repayment as per agreement
Solapur Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan	6,368.00	95.87%	Unsecured	Repayment as per agreement
<b>Total</b>			<b>6,642.09</b>	<b>100.00%</b>		

### 16 OTHER ASSETS

(₹ in Lakhs)

Particulars	Current		Non-Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Security Deposits	12.89	55.00	20.70	14.30
Earnest Money Deposit	-	-	92.11	115.60
Term Deposit with bank*	-	50.00	120.44	128.06
TDS Reimbursable from Bajaj Finance	0.15	0.08	-	-
Interest accrued but not due on term deposits	0.11	-	7.70	4.97
<b>Long term Trade Receivables**</b>				
(a) Secured, considered good;	-	-	-	-
(b) Unsecured considered good;	-	-	2,242.16	-
(c) Doubtful	-	-	74.16	-
(-) Provision for doubtful debts (LT)	-	-	(74.16)	-
<b>Total</b>	<b>13.15</b>	<b>105.08</b>	<b>2,483.11</b>	<b>262.94</b>

#### Notes:

\* The term deposits are given to various customers as a performance guarantees.

\*\* During the year, the Company has reclassified certain balances amounting to ₹2,316.32 lakhs, including a provision of ₹74.16 lakhs. Of this, ₹1,486.75 lakhs (inclusive of the provision) pertains to receivables from the Municipal Corporation of Delhi (MCD), which are currently subject to legal proceedings. Pursuant to MCD's order dated June 30, 2022, terminating the contract and initiating recovery actions, the Company filed a petition before the Hon'ble High Court of Delhi seeking recovery of outstanding dues along with cost escalation claims.



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Based on legal counsel obtained, the management is confident of a favourable outcome. However, considering that the resolution of the matter is not expected within the next twelve months, the receivable has been reclassified to reflect its appropriate accounting classification. The balance amount of ₹829.57 lakhs pertains to other reclassifications undertaken during the year to ensure accurate presentation in the financial statements.

### Non current Trade Receivables ageing schedule for current period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2025
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	-	-	768.77	60.80	-	829.57
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	127.60	1,284.99	1,412.59
Disputed Trade receivables- considered doubtful	-	-	-	-	74.16	74.16
(-) Provision for doubtful debts	-	-	-	-	(74.16)	(74.16)
	-	-	768.77	188.40	1,284.99	2,242.16

### Non current Trade Receivables ageing schedule for current period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2024
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	-	-	-	-	-	-
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
(-) Provision for doubtful debts	-	-	-	-	-	-
	-	-	-	-	-	-

## 17 INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials	0.46	0.26
Work-in-progress	1.65	0.21
Finished goods	0.55	0.69
<b>Total</b>	<b>2.66</b>	<b>1.17</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 18 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured considered good	1,618.79	2,708.57
Doubtful	-	74.16
(-) Provision for doubtful debts	-	(74.16)
<b>Total</b>	<b>1,618.79</b>	<b>2,708.57</b>

\*Refer to Note 16 for details on reclassification of trade receivables to non-current Assets.

#### Trade Receivables ageing schedule for current period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2025
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	1,508.25	66.72	17.78	26.04	-	<b>1,618.79</b>
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
(-) Provision for doubtful debts	-	-	-	-	-	-
	<b>1,508.25</b>	<b>66.72</b>	<b>17.78</b>	<b>26.04</b>	-	<b>1,618.79</b>

#### Trade Receivables ageing schedule for previous period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2024
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	1,168.87	1.27	125.84	-	-	<b>1,295.99</b>
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	127.60	358.88	926.10	<b>1,412.59</b>
Disputed Trade receivables- considered doubtful	-	-	-	-	74.16	<b>74.16</b>
(-) Provision for doubtful debts	-	-	-	-	(74.16)	<b>(74.16)</b>
<b>Total</b>	<b>1,168.87</b>	<b>1.27</b>	<b>253.44</b>	<b>358.88</b>	<b>926.10</b>	<b>2,708.57</b>

### 19 CASH AND BANK BALANCE

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Cash and cash equivalents</b>		
Cash on Hand	0.15	0.11
Balance with Banks		
- In current accounts	569.28	359.01
Term Deposit with bank with Original maturity less than 3 months	1,967.60	220.00
<b>Total (A)</b>	<b>2,537.03</b>	<b>579.12</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Other Bank Balance</b>		
Balance with Bank as Unspent CSR Amount*	2.80	-
Balance in Bank - Escrow Account**	182.83	-
Term Deposit with bank with maturity less than 12 months	0.11	0.11
<b>Total (B)</b>	<b>185.74</b>	<b>0.11</b>
<b>Total (A+B)</b>	<b>2,722.77</b>	<b>579.23</b>

\*Balance with bank as unspent CSR amount represents the amount earmarked and transferred to a separate bank account in compliance with Section 135 of the Companies Act, 2013, pending utilisation towards ongoing Corporate Social Responsibility (CSR) projects.

\*\*Balance with bank in escrow account represents funds earmarked for the purpose of servicing obligations relating to share warrants.

### 20 REVENUE FROM OPERATIONS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract revenue	868.20	453.62
Operation and Maintenance	91.56	-
Sale of Products		
Finished goods	14.45	857.72
Traded goods	1,095.28	-
Sale of Service	453.16	501.50
<b>Total</b>	<b>2,522.65</b>	<b>1,812.84</b>

### 21 OTHER INCOME

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income :		
- On Fixed Deposit	10.82	25.07
- On Income Tax Refund	1.12	1.23
Exchange difference	-	1.32
Commission	214.94	-
Sundry balance written back (Refer Note - 41)	11.41	1.41
<b>Total</b>	<b>238.29</b>	<b>29.03</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 22 COST OF MATERIAL CONSUMED

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock	0.26	-
Add: Purchase of Material	74.50	403.01
Less: Closing stock	0.46	0.26
<b>Cost of Material consumed</b>	<b>74.30</b>	<b>402.75</b>

### 23 PURCHASES OF STOCK-IN-TRADE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Traded goods	939.29	-
<b>Total</b>	<b>939.29</b>	<b>-</b>

### 24 (INCREASE)/DECREASE IN INVENTORIES

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Stock in process</b>		
Stock in process at the beginning of the year	0.21	-
Less : Stock in process at the end of the year	1.65	0.21
	<b>(1.43)</b>	<b>(0.21)</b>
<b>Finished Goods</b>		
Finished goods at the beginning of the year	0.69	-
Less : Finished goods at the end of the year	0.55	0.69
	<b>0.15</b>	<b>(0.69)</b>
<b>Total</b>	<b>(1.29)</b>	<b>(0.91)</b>

### 25 CONSTRUCTION EXPENSES

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Labour Charges/ Subcontract charges	260.55	47.08
Other	152.92	332.36
Repairs and maintenance	1.19	0.75
	<b>414.66</b>	<b>380.20</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 26 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus*	286.87	210.76
Contributions to provident and other funds	10.88	8.84
Stipend	2.25	0.56
Recruitment expense	3.28	0.29
Gratuity	27.30	5.07
Leave Encashment	8.80	6.77
Staff welfare expenses	10.89	12.55
<b>Total</b>	<b>350.27</b>	<b>244.84</b>

\*includes Director remuneration of ₹42.00 Lakhs (P.Y ₹42.00 Lakhs)

### 27 DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on Property, Plant & Equipment	24.82	14.87
Amortisation of Intangible assets	53.65	0.68
<b>Total</b>	<b>78.46</b>	<b>15.55</b>

### 28 FINANCE COSTS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on loan*	4.38	74.88
Other borrowing cost	1.10	1.88
<b>Total</b>	<b>5.48</b>	<b>76.76</b>

\*No interest expense has been recognized on unsecured loan during the year, pursuant to waiver granted by the lender.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 29 OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Bank charges	0.37	1.22
Rent	62.32	29.69
Rates and taxes	21.34	7.04
Electricity expenses	9.12	5.72
Insurance charges	8.11	2.75
Operation and Maintenance expenses		
- Machinery rent	8.18	-
- Labour Charges	4.09	-
- Other	9.98	-
Interest on MSME	1.83	1.19
Business promotion expenses	14.92	8.02
Legal and professional charges	164.93	120.15
Labour Charges	6.43	3.00
Loss on sale of Assets	-	16.64
Payment to auditor (Refer details below)	10.75	7.85
Brokerage & Commission	6.90	4.75
Travelling and conveyance expenses	39.51	31.38
Director Sitting Fees	1.90	1.50
Internet expenses	3.11	3.48
Lodging and Boarding expenses	18.48	16.16
Communication cost	3.44	3.75
Interest and penalties	0.00	0.00
Office expenses	14.16	13.28
Testing charges	1.58	0.78
Corporate Social Responsibility	-	6.30
Bad debts and Balance written off (Refer Note - 42)	1.23	4.68
Miscellaneous expenses	24.19	5.55
	<b>436.88</b>	<b>294.88</b>
<b>Total</b>	<b>436.88</b>	<b>294.88</b>
<b>* Payment to Auditors</b>		
As Auditors:		
Audit Fees	10.00	7.50
Other services	0.75	0.35
<b>Total</b>	<b>10.75</b>	<b>7.85</b>

### 30. EARNING PER SHARE

Net profit attributable to equity shareholders and the weighted number of shares outstanding for basic and diluted earning per share are as summarised below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net profit for calculation of basic and diluted EPS (₹ in Lakhs) (A)	341.77	314.56
Weighted average number of equity shares for calculating basic EPS, Nominal value of Shares ₹10/- each (B)	7,704,535	6,469,668
Weighted average number of equity shares for calculating diluted EPS, Nominal value of Shares ₹10/- each (C)	8,402,015	6,469,668
<b>Basic Earning per Share (A/B)</b>	<b>4.44</b>	<b>4.86</b>
<b>Diluted Earning per Share (A/C)</b>	<b>4.07</b>	<b>4.86</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 31. CONTINGENT LIABILITIES & COMMITMENTS

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Contingent Liabilities</b>		
The Company has provided corporate guarantee for term loan availed by its wholly owned subsidiary.	2,844.00	2,844.00
Service tax order No. 15/VS/COMMR/RGD/2024-25 received for an amount of ₹169.00 Lakhs, interest at applicable rates under the Service Tax Act and penalty of ₹169.00 Lakhs, other late fees of ₹1.05 Lakhs by ORSL for the contravention of provisions of Section 66B, Section 67 and Section 68 of the Finance Act, 1994 read with rule 6 of Service Tax Rules, 1994. The demand pertains to alleged non-payment of service tax on taxable services rendered. The Company has filed its detailed submissions contesting the demand and, based on expert legal advice, believes that it has a strong case on merits. Accordingly, no provision has been made in the books of account in this regard.	339.05	307.18
Performance Bank Guarantee against FD for Project	101.79	101.79

#### Commitments

There are no capital commitment as on the reporting date.

### 32. RELATED PARTY DISCLOSURES

#### Names of related parties and related party relationship

##### Related parties under AS 18

Key Management Personnel	Sarang S. Bhand (Managing Director)
	Yashas Bhand (Director and Chief Executive Officer)
	Janaki Sarang Bhand (Director)
	Jigar Gudka (Chief Financial Officer)
	Zinal Shah (Company Secretary resigned w.e.f. November 7, 2023)
	Seema Gawas (Company Secretary w.e.f. November 8, 2023)
Independent Directors	Amit Karia
	Rakesh Mehra
Relatives of Key Management Personnel	Suhas Bhand (Relative of Director)
Wholly Owned Subsidiaries	Solapur Bioenergy Systems Private Limited
	Organic Waste (India) Private Limited
	Pune Urban Recyclers Private Limited
	Meerut Bioenergy Systems Private Limited
Associates	Blue Planet Kannur Waste Solutions Private Limited
	Blue Planet Palakkad Waste Solutions Private Limited
Entities in which Key Management Personnel exercise significant influence	Blue Planet Biofuels Private Limited (Formerly known as "Blue Planet Yasasu Solutions Private Limited")*
	Blue Planet Yasasu Process Engineers Private Limited*
	Five Elements Environment Ventures Private Limited
	Five Elements Research Foundation

\* Ceased to be a related party w.e.f. July 14, 2023

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### i) Related Party transactions (including provisions and accruals)

(₹ in Lakhs)				
Name of Related Party	Relationship	Nature of Transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Sarang Bhand	Director	Director Remuneration	42.00	42.00
		Loan received	-	17.95
		Loan repaid	9.33	5.93
Yashas Bhand	Director	Director Remuneration capitalised as Technology development	24.00	24.00
Janaki Sarang Bhand	Director	Sitting Fees	0.10	0.60
Suhas Bhand	Relative of Director	Consultancy Charges	30.00	30.00
Amit Karia	Independent Director	Sitting Fees	0.30	0.40
Rakesh Mehra	Independent Director	Sitting Fees	1.50	0.50
Solapur Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan Given	1,050.59	366.22
		Loan received back	680.72	66.26
		Sale of Products	8.02	-
		Consultancy Charges	-	50.00
Organic Waste (India) Private Limited	Wholly Owned Subsidiary	Loan repaid	-	1.07
Pune Urban Recyclers Private Limited	Wholly Owned Subsidiary	Loan Given	1.61	0.62
		Loan received back	-	0.15
Meerut Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan Given	8.17	5.29
Five Elements Environment Ventures Private Limited	Entities in which Key Management Personnel exercise significant influence	Loan Given	0.30	0.30
		Advance Given	-	2.32
		Advance Rceived	2.32	-
Jigar Gudka	Chief Financial officer	Salary	34.16	27.28
Seema Gawas	Company Secretary	Salary	5.78	2.28
Zinal Shah	Company Secretary	Salary	-	2.47

### ii) Closing Balances of Related Parties (including provisions and accruals)

(₹ in Lakhs)				
Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Sarang Bhand	Director	Director Remuneration payable	2.68	2.06
		Loan payable	11.85	21.18
Yashas Bhand	Director	Director Remuneration payable	1.72	1.83
Janaki Sarang Bhand	Director	Director Sitting Fees Payable	0.10	1.62
Suhas Bhand	Relatives of Key Management Personnel	Consultancy Charges Payable	2.25	2.25
Rakesh Mehra	Independent Director	Sitting Fees	0.45	-
Amit Karia	Independent Director	Sitting Fees	0.30	0.45

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

(₹ in Lakhs)				
Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Solapur Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan Receivable	6,737.87	6,368.00
		Investment in Equity Shares	6,220.00	6,220.00
		Consultancy Charges Payable	-	54.00
		Corporate guarantee given for term loan facility (Refer Note - 31)	2,844.00	2,844.00
		Investment in Preference Shares	1,930.00	1,930.00
Organic Waste (India) Private Limited	Wholly Owned Subsidiary	Loan payable	443.62	443.62
		Investment in Equity Shares	1,082.84	1,082.84
		Investment in Optionally convertible Preference Shares	312.00	312.00
Pune Urban Recyclers Private Limited	Wholly Owned Subsidiary	Loan Receivable	230.64	229.04
		Investment in Equity Shares	1.00	1.00
Meerut Bioenergy Systems Private Limited	Wholly Owned Subsidiary	Loan Receivable	47.97	39.79
		Investment in Equity Shares	1.00	1.00
Five Elements Environment Ventures Private Limited	Entity in which Key Management Personnel exercise significant influence	Loan receivable	5.56	5.26
		Advance given	-	2.32
		Investment in Equity Shares	0.10	0.10
Blue Planet Palakkad Waste Solution Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Blue Planet Kannur Waste Solution Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Jigar Gudka	Chief Financial officer	Salary payable	1.17	1.92
Seema Gawas	Key Management Personnel - Company Secretary	Salary payable	0.46	0.46

### 33. GRATUITY (UNFUNDED)

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the unfunded status and amounts recognized in the balance sheet for the respective plans.

#### a. Statement of Profit and Loss

##### Net employee benefit expense recognized in the employee cost

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	5.23	4.67
Interest cost on benefit obligation	2.85	2.65
Expected Gain on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Loss/(Gain)	19.22	(2.25)
<b>Net benefit expense</b>	<b>27.30</b>	<b>5.07</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### b. Balance Sheet

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability	49.25	39.57

### c. Reconciliation of Net Liability

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Present Value of funded defined benefit obligation (i)	49.25	39.57
Fair Value of Plan Assets(ii)	-	-
<b>Net Benefit Liability</b>	<b>49.25</b>	<b>39.57</b>

#### c (i). Reconciliation of defined benefit obligation

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	39.57	35.47
Transfer in / (out) obligation	-	-
Current Service Cost	5.23	4.67
Interest cost on benefit obligation	2.85	2.65
Actuarial Loss / (Gain)	19.22	(2.25)
Past Service Cost	-	-
Benefits paid	(17.62)	(0.97)
<b>Present Value of Defined Benefit Obligation</b>	<b>49.25</b>	<b>39.57</b>

#### c (ii). Reconciliation of plan assets

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Opening Value of Plan Assets	-	-
Transfer in / (out) plan assets	-	-
Expected Return	-	-
Actuarial Gain / (Loss)	-	-
Contributions by employer	-	-
Benefits paid	-	-
<b>Fair Value of Plan Assets</b>	<b>-</b>	<b>-</b>

### d. Bifurcation of Current - Non Current Liability

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Current Liability	2.89	3.31
Non Current Liability	46.37	36.27
<b>Total</b>	<b>49.25</b>	<b>39.57</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### e. Composition of Plan Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Policy of Insurance	0.00%	0.00%
<b>Total</b>	<b>0.00%</b>	<b>0.00%</b>

### f. Principal Assumptions for determining Gratuity Plan

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.68%	7.09%
Rate of Salary Increase	5.00%	5.00%
<b>Attrition rate</b>		
For service 4 years and below	15.00% p.a.	15.00% p.a.
For service 5 years and above	5.00% p.a.	5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Ultimate)
Mortality Rate After Employment	N.A.	N.A.

The discount rate is based on the prevailing market yields of Government Securities as at the balance sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

### 34. LEAVE ENCASHMENT (UNFUNDED)

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the unfunded status and amounts recognized in the balance sheet for the respective plans.

#### a. Statement of Profit and Loss

##### Net employee benefit expense recognized in the employee cost

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	5.40	5.82
Interest on Obligation	0.58	-
Expected Return on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Losses/(Gains) Recognised during the period	2.82	-
Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-
<b>Net benefit expense</b>	<b>8.80</b>	<b>5.82</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### b. Balance Sheet

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability	11.63	5.82

### c. Reconciliation of Net Liability

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Present Value of defined benefit obligation (i)	11.63	5.82
Fair Value of Plan Assets	-	-
<b>Net Benefit Liability</b>	<b>11.63</b>	<b>5.82</b>

#### c (i). Reconciliation of defined benefit obligation

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	5.82	-
Transfer in / (out) obligation	-	-
Current Service Cost	5.40	5.82
Interest on Obligation	0.58	-
Net Actuarial Loss / (Gain)	2.82	-
Benefits Paid	(3.00)	-
<b>Present Value of Defined Benefit Obligation</b>	<b>11.63</b>	<b>5.82</b>

#### c (ii) . Reconciliation of plan assets

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Value of Plan Assets	-	-
Transfer in / (out) plan assets	-	-
Expected Return	-	-
Actuarial Gain / (Loss)	-	-
Contributions by employer	-	-
Benefits paid	-	-
<b>Fair Value of Plan Assets</b>	<b>-</b>	<b>-</b>

### d. Bifurcation of Current - Non Current Liability

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current Liability	1.46	0.83
Non Current Liability	10.17	5.00
<b>Total</b>	<b>11.63</b>	<b>5.82</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### e. Principal Assumptions for determining Leave Encashment

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.68%	7.09%
Salary Growth Rate	5.00%	5.00%
<b>Withdrawal Rates</b>		
For service 4 years and below	15.00%	15.00%
For service 5 years and above	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Ultimate)
Leave Availment Rate	1.00%	1.00%
Retirement Age	60 years	60 years

The discount rate is based on the prevailing market yields of Government Securities as at the balance sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

### 35. EARNING IN FOREIGN CURRENCY

There were no foreign currency earnings during the year (P.Y. Nil)

### 36. CIF VALUE OF IMPORTS

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Import of goods	-	123.93
<b>Total</b>	<b>-</b>	<b>123.93</b>

### 37. RATIO ANALYSIS

Particulars	Basis	As at March 31, 2025	As at March 31, 2024	Variance %
Current ratio	<u>Current Assets</u> Current Liabilities	7.76	2.73	184%
Debt-Equity Ratio	<u>Total Debt</u> Shareholder's Equity	0.15	0.19	-24%
Debt Service Coverage Ratio	<u>Earnings available for debt service*</u> Debt Service**	46.46	41.92	11%
Interest Service Coverage Ratio	<u>Earning Before Interest and Tax</u> Interest on Debt Expense during the period***	106.68	6.71	1489%
Return on Equity Ratio	<u>Net Profit after Tax - Preference Dividend</u> Average Shareholder's Equity	1.87%	2.31%	-19%
Inventory turnover ratio	<u>Cost of Goods Sold</u> Average Inventory	529.19	688.77	-23%
Trade Receivables turnover ratio	<u>Net Credit Sales</u> Average Accounts Receivables	1.17	0.76	53%

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Particulars	Basis	As at March 31, 2025	As at March 31, 2024	Variance %
Trade payables turnover ratio	<u>Net Credit Purchases</u> Average Trade Payables	0.20	0.57	-66%
Net capital turnover ratio	<u>Net Sales</u> Average Working Capital	0.81	1.07	-25%
Net profit ratio	<u>Net Profit</u> Net Sales	0.14	0.17	-22%
Return on Capital employed	<u>Earning Before Interest and Tax</u> Capital Employed****	2.00%	2.60%	-23%
Return on investment	<u>Interest on Investment</u> Average Current Investments	NA	NA	NA

\*Earning for debts Services = Net Profit Before Tax + Non Cash Operating Expenses + Interest + Other adjustment like loss on sale of property, plant and equipment etc.

\*\*Debts Service = Interest + Principal Repayment

\*\*\*Interest on Debt Expense = Interest payable on any borrowings such as bonds, loans, line of credit during the period.

\*\*\*\*Capital Employed = Tangible Net worth + Debts + Deferred Tax Liability

### Explanations for significant variation (i.e. change of 25% or more as compared to FY 2023-24) in ratios:

- Current Ratio: The ratio has improved due to an increase in current assets and a decrease in current liabilities compared to the previous year.
- Interest Service Coverage Ratio: The ratio has improved during the year primarily due to a reduction in finance costs.
- Trade Receivables turnover ratio: The ratio has improved due to reduction in average accounts receivable.
- Trade payables turnover ratio: The ratio has declined during the year despite a reduction in both net credit purchases and average trade payables, as the decrease in average trade payables was not proportionate to the decline in purchases, leading to a lower turnover ratio.
- Net capital turnover ratio: The ratio has declined due to higher current assets and lower current liabilities during the year.

### 38. SEGMENT REPORTING

The Company is operating in the single segment and hence provision relating to the Segment Reporting as per AS-17 "Segment Reporting" is not applicable.

### 39. AUDIT TRAIL

The Company has maintained its books of account for the financial year ended March 31, 2025, using accounting software systems that possess the feature of recording an audit trail (edit log), in compliance with the requirements prescribed under Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended.

The audit trail feature was enabled and operated throughout the year for all relevant transactions recorded in the accounting software systems. During the year, no instance was observed where the audit trail feature was tampered with. The Company has ensured the preservation of such audit trail logs in accordance with the statutory requirements applicable for record retention.

### 40. OTHER DISCLOSURES

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- The Company does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

4. The Company do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.
5. The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
6. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
7. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
8. During the year, the Company is not declared a wilful defaulter by any bank or financial Institution or other lender.

### 41. WRITE BACK OF LIABILITIES

The Company has written back following balances because they are outstanding since long period and not payable :

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payable	11.41	1.41
<b>Total</b>	<b>11.41</b>	<b>1.41</b>

### 42. BAD DEBTS AND SUNDRY BALANCE WRITTEN OFF

The Company has written off following balances because they are outstanding since long period and not recoverable :

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivable	1.23	3.26
Advances to vendors and others	-	1.14
Deposits	-	0.29
Others GST	-	0.27
<b>Total</b>	<b>1.23</b>	<b>4.97</b>

### 43. DISCLOSURE IN ACCORDANCE IN ACCOUNTING STANDARD- 7 (REVISED)

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract revenue recognised in an accounting period	868.20	453.62
Aggregate amount of cost incurred till date	785.14	439.99
Aggregate amount of net profit recognised till date	429.21	81.16
Advance received from customer	-	-
Amount of retentions	-	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 44. LEASE

- i. The Company has taken premises on non-cancellable Operating Lease. The total future minimum lease payable under this non-cancellable operating lease are as under:

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Not later than one year	62.88	42.35
Later than one year & not later than five years	105.25	103.66
Later than five years	-	-

The Company has recognised lease rental expenses of ₹62.32 Lakhs (P.Y. ₹29.69 Lakhs) in the Statement of Profit and Loss.

45. In the opinion of the Board, the provision for all the known liabilities is adequate and not in excess of the amount reasonably necessary.
46. In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

### 47. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013, relating to CSR are not applicable to the Company for the financial year 2024-25, since the Company did not meet the thresholds prescribed under Section 135(1). The reporting of unspent CSR amount amounting to ₹6.30 Lakhs, for FY 2023-2024, which was transferred to Unspent CSR Account towards ongoing project of construction of Old Age Home and Hostel for persons with disability, as under:

Particulars	(₹ in Lakhs)
Opening Balance of Unspent CSR Account	6.30
Expenditure incurred from Unspent CSR Account for aforesaid ongoing project	3.50
Amount remaining Unspent CSR Account as at March 31, 2025*	2.80

\*Shall be spent in compliance with provisions of Section 135(6) of the Companies Act, 2013 and rules made thereunder as per duration/requirement of the project.

### 48. PREVIOUS YEAR FIGURE

Previous year's figures have been regrouped where necessary to confirm to current year's classification.

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**  
Designated Partner  
Membership No.: 144424

Place: Navi Mumbai  
Date: May 15, 2025

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
DIN : 01633419

**Jigar Gudka**  
Chief Financial Officer

Place: Navi Mumbai  
Date: May 15, 2025

**Yashas Bhand**  
Whole-time Director and CEO  
DIN : 07118419

**Seema Gawas**  
Company Secretary

Place: Navi Mumbai  
Date: May 15, 2025

# **Consolidated Financial Statements**

# Independent Auditors' Report

To,  
The Members of  
**Organic Recycling Systems Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of **Organic Recycling Systems Limited** (the "Parent"), and its subsidiaries (the Parent and its subsidiaries together referred to as the "Group") which includes the Group's share of profit / loss in its associates, which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended (the "Act"), in the manner so required and give a true and fair view of in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at March 31, 2025, their Consolidated Profit and their Consolidated Cash Flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group and its associates in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provision of the Act and the Rules thereunder, and we

have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

In forming our opinion on the Consolidated Financial Statements, we have considered the audit work performed by the component auditors of subsidiaries included in the Group. Based on our review of the component auditors' reports and our own audit procedures, no key audit matters were identified that, in our professional judgment, required communication in this report.

### Other Information

The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, compare with the Financial Statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information



is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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 and take necessary actions, as applicable under the relevant laws and regulations.

### Responsibilities of Management for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of their respective Companies for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management of the companies included in the Group and of its associates are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

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

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or its associates to cease to continue as a going concern.

- ➔ Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ➔ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial

Statements for the financial year ended March 31, 2025, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

- a) We did not audit the Financial Statements and other financial information in respect of four subsidiaries whose Financial Statements reflect total assets of ₹11,504.58 Lakhs as at March 31, 2025, total revenues of ₹1,862.15 Lakhs and net cash inflows amounting to ₹(237.24) Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements and other financial information have been audited by the other auditors, whose Financial Statements, other financial information and the auditor's report have been furnished to us by the Management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the "Other Matter" paragraph we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act;
- e. On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its Subsidiary Companies and associate Companies incorporated in India, none of the directors of the Group's companies and its associates companies incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 1" which is based on the auditors' reports of the Parent, subsidiary companies and associate companies incorporated in India, to whom internal financial control over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of those companies;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,
- 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
  - i. The Consolidated Financial Statements disclose the impact of pending litigations on its Consolidated financial position of the Group. Refer Note 15 and Note 30 to the Consolidated Financial Statements.
  - ii. The Group and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, its subsidiaries, and associates incorporated in India during the year ended March 31, 2025.
  - iv. (a) The respective managements of the Parent and its subsidiary Companies and associate Companies which are companies incorporated in India, whose Financial Statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and associates to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - ➔ whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries and associates ("Ultimate Beneficiaries") or

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other statutory auditors of the Subsidiary companies Incorporated in India, the remuneration paid by the Parent and Subsidiaries to its directors during the year is in accordance with the provisions of section 197 of the Act. Further, based on our report of associate companies incorporated in India, said associate companies being private company, section 197 of the Act related to the managerial remuneration is not applicable to such associate companies;

- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective managements of the Parent and its subsidiary Companies and associate Companies which are companies incorporated in India, whose Financial Statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, no funds have been received by the respective Parent or any of such subsidiaries and associates from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and associates shall:
  - whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary Companies, which are Companies incorporated in India whose Financial Statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under Sub-Clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Parent, its subsidiary companies, and associate companies which are companies incorporated in India and hence, no comment is required on compliance of Section 123 of the Companies Act, 2013.
- vi. Based on our examination, which included test checks, the Group has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025, which have the feature of recording audit trail (edit log) facility as required under Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended. The audit trail feature has been enabled and operated throughout the year for all relevant transactions recorded in the software systems of the Holding Company, its subsidiaries and to the extent applicable, associates, covered under the audit. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with, and the audit trails have been preserved by the respective entities in accordance with the statutory record retention requirements.

2. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by the auditor of the subsidiary, included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO reports.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

UDIN: 25144424BMYMG8588

Place: Navi Mumbai

Date: May 15, 2025

## **Annexure “1” to the Independent Auditor’s Report**

**(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our report to the Members of Organic Recycling Systems Limited of even date)**

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

In conjunction with our audit of the Consolidated Financial Statements of Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Organic Recycling Systems Limited (hereinafter referred to as the “Parent”), and its subsidiary companies, which are Companies incorporated in India, as of that date.

#### **Management’s Responsibility for Internal Financial Controls**

The respective Boards of Directors of the Parent and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control over financial reporting with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Parent and its Subsidiary Companies, which are Companies Incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on Auditing prescribed under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those

Standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors of the Subsidiary Companies which are Companies Incorporated in India, in terms of their reports referred to in the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control with reference to the Consolidated Financial Statements of the Parent and its Subsidiary Companies, which are Companies Incorporated in India.

#### **Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements**

A Company’s internal financial controls with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the

assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial controls with reference to the Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management of 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 the Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion to the best of our information and according to the explanations given to us and based on consideration of the reports of the other auditors referred to in the Other Matter paragraph below, the Parent and its Subsidiary Companies, which are Companies Incorporated in India, have, in all material respects, an adequate internal financial control with

reference to the Consolidated Financial Statements and such internal financial controls with reference to the Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the criteria for Internal Financial control with reference to the Consolidated Financial Statements established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Other Matter**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated financial statements, in so far as it relates to the four subsidiary Companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our Opinion is not modified in respect of the above matter.

#### **For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 104184W/W100075

#### **Pritesh Bhagat**

Designated Partner

Membership No.144424

UDIN: 25144424BMYMG8588

Place: Navi Mumbai

Date: May 15, 2025



# Consolidated Balance Sheet

as at March 31, 2025

		(₹ in Lakhs)	
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	4	881.69	785.69
Reserves and surplus	5	11,467.05	7,370.40
Money received against Share Warrant	6	1,187.55	-
		<b>13,536.29</b>	<b>8,156.09</b>
<b>Non-current liabilities</b>			
Long-term borrowings	7	3,502.80	3,121.23
Other Long-term liabilities	8	829.25	276.00
Long-term provisions	9	83.92	62.70
		<b>4,415.96</b>	<b>3,459.93</b>
<b>Current Liabilities</b>			
Short-term borrowings	7	75.36	183.59
Trade payables	10		
Total outstanding dues of micro enterprises and small enterprises		67.98	533.06
Total outstanding dues of creditors other than micro enterprises and small enterprises		123.14	233.46
Other current liabilities	8	1,111.45	870.51
Short-term provisions	9	31.32	67.74
		<b>1,409.24</b>	<b>1,888.36</b>
<b>Total</b>		<b>19,361.50</b>	<b>13,504.38</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, Plant & Equipment and Intangible assets			
Property, Plant & Equipment	11	5,066.90	5,448.43
Intangible assets	11	995.55	102.27
Capital Work in Progress	11	1,250.04	407.02
Intangible assets under development	11	556.99	1,280.56
Non-current investments	12	0.10	0.10
Deferred Tax Assets (Net)	13	934.15	959.27
Long-term loans and advances	14	8.24	10.26
Other Non-current assets	15	2,667.46	287.71
		<b>11,479.43</b>	<b>8,495.62</b>
<b>Current assets</b>			
Inventories	16	366.23	116.67
Trade receivables	17	3,649.77	3,543.10
Cash and Bank Balance	18	2,725.72	819.42
Short-term loans and advances	14	1,110.39	96.43
Other current assets	15	29.97	433.15
		<b>7,882.07</b>	<b>5,008.77</b>
<b>Total</b>		<b>19,361.50</b>	<b>13,504.38</b>

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited**

**Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

**Yashas Bhand**

Whole-time Director and CEO

DIN : 07118419

**Seema Gawas**

Company Secretary

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

# Statement of Consolidated Profit and Loss

## for the year ended March 31, 2025

(₹ in Lakhs except earning per share)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Income</b>			
Revenue from operations	19	4,377.29	2,748.73
Other income	20	495.93	30.29
<b>Total Income (i)</b>		<b>4,873.22</b>	<b>2,779.02</b>
<b>Expenses</b>			
Cost of Material consumed	21	74.30	402.75
Purchases of stock-in-trade	22	939.29	-
Change in inventories of finished goods and work in progress	23	(254.53)	(30.48)
Construction Expense	24	414.66	330.20
Employee benefits expense	25	447.39	366.90
Depreciation and amortization expense	26	342.78	265.68
Finance costs	27	26.35	130.03
Other expenses	28	1,178.01	646.13
<b>Total expenses (ii)</b>		<b>3,168.25</b>	<b>2,111.22</b>
<b>Profit before exceptional and extraordinary item and tax (iii = i-ii)</b>		<b>1,704.96</b>	<b>667.81</b>
Exceptional items (iv)		-	-
<b>Profit before Extraordinary item and tax (v = iii-iv)</b>		<b>1,704.96</b>	<b>667.81</b>
Extraordinary Items (vi)		-	-
<b>Profit before Tax (vii = v-vi)</b>		<b>1,704.96</b>	<b>667.81</b>
Prior Period Expenses - (viii)		12.00	-
<b>Profit/(Loss) before Tax- (ix)</b>		<b>1,692.96</b>	<b>667.81</b>
<b>Tax Expenses (x)</b>			
Current tax		92.86	119.11
Deferred tax		25.12	(228.45)
Short/(Excess) provision of tax of earlier years		3.13	0.25
<b>Total tax expenses</b>		<b>121.10</b>	<b>(109.10)</b>
<b>Profit before Share of Profit / (Loss) of Associates (xi = ix-x)</b>		<b>1,571.86</b>	<b>776.90</b>
Share of Profit/(Loss) in Associates (xii)		-	-
<b>Profit for the year (before adjustment for Minority Interest) (xiii = xi-xii)</b>		<b>1,571.86</b>	<b>776.90</b>
Minority Interest (xiv)		-	-
<b>Profit for the year (xv = xiii - xiv)</b>		<b>1,571.86</b>	<b>776.90</b>
<b>Earnings per equity share (in ₹) [nominal value of ₹10 per share (March 31, 2024 - ₹10 per share)]</b>	29		
Basic (₹)		20.39	12.01
Diluted (₹)		18.70	12.01

Summary of significant accounting policies

3

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited****Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

**Yashas Bhand**

Whole-time Director and CEO

DIN : 07118419

**Seema Gawas**

Company Secretary

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

Place: Navi Mumbai

Date: May 15, 2025

# Consolidated Statement of Cash Flow

as at March 31, 2025

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Cash flow from operating activities</b>		
Profit before Tax	1,692.96	667.81
Adjustment to reconcile profit before tax to net cash flows		
Depreciation and amortisation	342.78	265.68
Finance cost	26.35	130.03
Interest income	(11.84)	(26.33)
Sundry balance written back	(16.17)	-
Bad debts and Balance written off	1.26	25.97
Loss/Gain on sale of property, plant and equipment	-	16.64
<b>Operating profit before working capital changes</b>	<b>2,035.35</b>	<b>1,079.80</b>
<b>Movement in working capital :</b>		
Increase/ (Decrease) in Trade payables	(575.40)	(85.53)
Increase/ (Decrease) in Other liabilities	812.10	(327.76)
Increase/ (Decrease) in Provisions	(111.18)	16.19
Decrease/ (Increase) in Loans and advances	(219.31)	25.86
Decrease/ (Increase) in Inventories	(249.56)	(26.97)
Decrease/ (Increase) in Trade receivables	(107.93)	(440.67)
Decrease/ (Increase) in Other current / non current assets	(2,214.40)	79.17
<b>Cash generated from/(used in) operations</b>	<b>(630.34)</b>	<b>320.09</b>
Direct Taxes paid (net of refunds)	(40.00)	(40.00)
<b>Net cash flow from operating activities (A)</b>	<b>(670.34)</b>	<b>280.09</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipments including capital advances	(861.99)	(77.15)
Purchase of intangible asset including capital advances	(975.96)	(8.29)
Sale of Property, Plant and Equipment	-	5.00
Increase in Capital work in progress	(614.70)	(143.16)
Term Deposit	57.62	(57.04)
Increase in Intangible Assets under development	723.57	(265.27)
Investment in Associates and Others	-	-
Interest received	7.70	43.24
<b>Net cash used in investing activities (B)</b>	<b>(1,663.76)</b>	<b>(502.67)</b>
<b>Cash flow from financing activities</b>		
Proceeds from Issue of Equity Shares	2,620.80	4,829.12
Proceeds from issue of warrants	1,842.75	-
Amount transfer to share capital and security premium account on conversion of warrants	(655.20)	-

# Consolidated Statement of Cash Flow

as at March 31, 2025

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Proceeds /(Repayment) from long-term borrowings including current maturity, net	267.87	(3,582.60)
Proceeds /(Repayment) from short-term borrowings, net	5.46	(93.99)
Interest paid	(26.93)	(130.53)
<b>Net cash used in financing activities (C)</b>	<b>4,054.76</b>	<b>1,022.00</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>1,720.66</b>	<b>799.43</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>819.31</b>	<b>19.88</b>
<b>Cash and cash equivalents at end of the year</b>	<b>2,539.97</b>	<b>819.31</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	1.28	1.41
Balances with banks:		
- on current accounts	571.10	597.90
Term Deposit with bank with Original maturity less than 3 months	1,967.60	220.00
<b>Total cash &amp; cash equivalents (Refer Note - 18(A))</b>	<b>2,539.97</b>	<b>819.31</b>

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**

Chartered Accountants

ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**

Designated Partner

Membership No.: 144424

Place: Navi Mumbai

Date: May 15, 2025

For and on behalf of the Board of Directors

**Organic Recycling Systems Limited**

**Sarang Bhand**

Managing Director

DIN : 01633419

**Jigar Gudka**

Chief Financial Officer

Place: Navi Mumbai

Date: May 15, 2025

**Yashas Bhand**

Whole-time Director and CEO

DIN : 07118419

**Seema Gawas**

Company Secretary

Place: Navi Mumbai

Date: May 15, 2025

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 1 NATURE OF OPERATION

Organic Recycling Systems Limited and its subsidiaries, collectively referred to as ("the Group") is involved in technology development focused on pioneering in developing solutions focused on the Municipal Solid Waste (MSW) space. The Group is established with the object of and engaged in the business of providing Infrastructural Facilities as prescribed in Section 186(11) r.w. Schedule VI of the Companies Act, 2013. The Group is mainly involved in the Construction, Development and Maintenance of Waste-to-Energy projects, particularly in the Municipal Solid Waste sector, through various Special Purpose Vehicles ("SPVs"). Organic Recycling Systems Limited is a Company domiciled in India and incorporated under the provisions of Companies Act, 1956 on August 29, 2008. The Company was incorporated as a private limited company and became a Limited Company in September, 2022.

The Group is engaged in waste management services, securing projects through bids invited by various Municipal Corporations. Certain contracts are executed via Special Purpose Vehicles (SPVs). During the year, Pune Urban Recyclers Private Limited ("the Subsidiary") amended its object clause on March 23, 2025, to include manufacturing, fabrication, and trading of equipment, machinery, tools, and related products.

### 2 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these consolidated financial statements to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013. The consolidated financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those of previous year unless otherwise specified.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle, and other criteria set out in the schedule III to the

companies Act, 2013. Based on the nature of product and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

#### Current-Non current classification

All assets and liabilities are classified into current and non-current as follows:

#### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### a. Presentation and disclosure

The Group has prepared the Consolidated Financial Statements along with the relevant notes with the requirements of Schedule III of the Act.

#### b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and disclosure that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in current and future periods.

#### c. Principles of Consolidation

The consolidated financial statements relate to the Company, its subsidiaries and associates companies. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiaries companies are combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Accounting Standard-21 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

The difference between the cost of investment in the Subsidiaries over the net assets at the time of acquisition of the investment in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. Investments made by the parent company in subsidiary companies subsequent to the holding-subsidiary relationship coming into existence are eliminated while preparing the consolidated financial statement.

Intragroup balances, intragroup transactions and resulting unrealised profits or losses, unless cost cannot be recovered, are eliminated to the extent of share of the parent company in full.

In case of associate where the Company has significant influence or hold directly or indirectly through subsidiaries 20% or more of equity shares, investment in associates are accounted for using equity method in accordance with AS 23 - 'Accounting for Investments in Associates in Consolidated Financial Statements', as notified accounting standard by Companies (Accounting Standards) Rules, 2021. The Company accounts for its share in the change in the net assets of the associates, post acquisition, after eliminating unrealized profits and losses resulting from transactions between the Company and its associates in the statement of profit and loss.

Minority Interest share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the group.

Minority Interest share of net assets of consolidated subsidiaries is identified and presented as "Minority Interest" in the Consolidated Balance Sheet.

#### d. Cash and Cash Equivalent

Cash and cash equivalents for the purposes of consolidated cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

#### e. Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

### f. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use less accumulated depreciation, amortization, impairment, discardation and compensation.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### g. Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment loss, if any. Intangible assets are recognized only if it is probable that the expected future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

#### Technology Development:

Expenditure incurred during research is charged to revenue when no intangible asset arises from such research.

Development expenditure is capitalised to the extent that it is expected that such asset will generate future economic benefits; adequate technical, financial and other resources required to complete the development and to use or sell the asset are available, and the expenditure attributable to the asset during its development can be measured reliably. The Holding Company filed patents for 'DRYAD' Technology and 'Integrated Process for Pre-treatment and Anaerobic Digestion of Waste' (referred to as MARUT Drum and allied equipment) in June 2014 and was granted the patents on June

16, 2022, and July 10, 2023, respectively.

#### Goodwill

Goodwill comprises the excess of purchase consideration over the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made.

### h. Depreciation & Amortisation

Depreciation on Property, Plant & Equipment is provided on the written down value method at the calculated rates on the basis of the useful life specified in Part C and in the manner prescribed under Schedule II of the Companies Act, 2013.

During the year, depreciation is provided at 100% on the written down value of assets which have retired from active use.

Intangible assets in the nature of softwares are amortised on a Straight Line Method over their useful lives of 3 years.

Intangible asset internally generated in the current year is amortised on a Straight Line Method over its useful life of 10 years.

The Group has amortized the Technology Development cost over its estimated life over 10 years.

However, in respect of two specific intangible assets, based on technical evaluation and management's assessment of the future economic benefits, the useful life has been estimated to be 20 years, and the amortisation is accordingly provided over such period on a Straight Line Method.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern, if any.

Goodwill has not been amortised because management is of the view that future economic benefits would be realised from the investment made in the subsidiaries.

### i. Intangible Assets under Development

Intangible assets under development is stated

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

at cost, net of accumulated impairment losses, if any. The cost comprises of salary cost incurred in the development of Activated Carbon to Mesh Membrane development for water /gas purification application, Micro Algae application for waste water treatment, Cashew apple to Vinegar/Bioethanol, Emission control device for Emission control application, Lithium Metal recovery from Industrial waste water, Biogenic CO<sub>2</sub> Methanation Technology, MSW torrefaction, Biogenic CO<sub>2</sub> To Mixed Alcohol (C1-C4) conversion, RDF/Biomass to renewable Dimethyl ether (r-DME), Paddy straw, other Agri-residue pretreatment using Bio- enzymatic Technologies, Bio methanation catalyst, Bio grinder, and AI-based Digester Health Monitoring/Prediction Software, Co-digestion of Agri residue and other feedstock/ HRT Reactor / Pre-treatment of mixed biomass or waste, H<sub>2</sub>S and Moisture scrubber Technology and Biochar to Brick/tiles application..

### j. Revenue Recognition

Revenue is recognized based on the nature of activity to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

#### Revenue from Construction Contract

- a. For Engineering, Procurement and Construction ('EPC') and construction contracts, contract prices are either fixed or subject to price escalation clauses.
- b. Revenues are recognised on a percentage of completion method measured on the basis of stage of completion which is as per joint surveys and work certified by the customers.
- c. Profit is recognised in proportion to the value of work done (measured by the stage of completion) when the outcome of the contract can be estimated reliably. When the total contract cost is estimated to exceed total revenues from the contract, the loss is recognized immediately.
- d. Amounts due in respect of price escalation claims and/ or variation in contract work are recognised as revenue only if the contract allows for such claims or variations and/or there

is evidence that the customer has accepted it and are capable of being reliably measured.

#### Revenue from Supply Contracts-Sale of goods

Revenue from supply contract is recognized when the substantial risk and rewards of ownership is transferred to the buyer.

#### Service income

Service income is recognised on the basis of completion of service method.

#### Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

### k. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. All other investments are classified as long term investments. Long term investments are carried at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

### l. Inventories

Inventories comprising finished goods, are carried at the lower of cost and net realisable value and work-in-progress are valued at cost.

Raw materials are valued at cost using Weighted average method. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

The cost of stores and spares is determined using the first-in, first-out (FIFO) method.

Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### **m. Foreign Currency Transactions**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year is recognised in the statement of profit and loss.

Foreign currency denominated monetary items at year end are translated at exchange rates as on the reporting date and the resulting net gain or loss is recognised in the statement of profit and loss. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

### **n. Retirement and other employee benefits**

#### Short Term Employee Benefits:

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

#### Post-Employment Benefits:

Group's contribution for the period paid/payable to defined contribution retirement benefit schemes are charged to statement of Profit and Loss. Group's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per actuarial valuation carried out at the balance sheet date. The benefit is unfunded. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

### **o. Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset in accordance with AS 16.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation on that asset are determined as the actual borrowing costs incurred on that borrowing during the period less any income on the temporary investment of those borrowings.

### **p. Earnings Per Share**

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **q. Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

### r. Impairment of Assets

At each Balance Sheet date, the group assesses as to whether there is any indication that an asset is impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. However, as per the assessment made by the company as on the balance sheet date, there is no such indication of any impairment of any asset during the year under report and therefore there is no effect of impairment loss in the financial statement for the year under report.

### s. Impairment of Goodwill

Goodwill arising on acquisition represents a payment made by an acquirer in anticipation of future economic benefits. The future economic benefits may result from synergy between the identifiable assets acquired or from assets that individually do not qualify for recognition in the financial statements. Goodwill does not generate cash flows independently from other assets or groups of assets and, therefore, the recoverable amount of goodwill as an individual asset cannot be determined. As a consequence, if there is an indication that goodwill may be impaired, recoverable amount is determined for the cash-generating unit to which goodwill belongs. This amount is then compared to the carrying amount of this cash-generating unit and any impairment loss is recognised.

### t. Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past event; 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 of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

### u. Leases

#### Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets taken on finance lease are initially capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

#### Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership

of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

### v. Events occurring after the Balance Sheet date:

Events occurring after the balance sheet date are those significant events, both favourable and unfavourable, that occur between the balance sheet and the date on which the Consolidated financial statements are approved by the Board of Directors. Adjustments to assets and liabilities are required for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date. To that extent Assets and Liabilities are adjusted for events occurring after the balance sheet date which indicate that the fundamental accounting assumption of going concern is not appropriate.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 4 SHARE CAPITAL

(₹ in Lakhs)

Particulars	Number of Shares March 31, 2025	As at March 31, 2025	Number of Shares March 31, 2024	As at March 31, 2024
<b>Authorized capital</b>				
Equity shares of ₹10/- each	20,040,000	2,004.00	20,040,000	2,004.00
0% Optionally convertible preference shares of ₹10/- each	300,000	30.00	300,000	30.00
0% Non-cumulative redeemable preference shares of ₹10/- each	160,000	16.00	160,000	16.00
<b>Total</b>		<b>2,050.00</b>		<b>2,050.00</b>
<b>Issued, subscribed and fully paid up share capital</b>				
Equity shares of ₹10/- each	8,659,275	865.93	7,699,275	769.93
0% Non-cumulative redeemable preference shares of ₹10/- each	157,632	15.76	157,632	15.76
<b>Total issued, subscribed and fully paid-up share capital</b>		<b>881.69</b>		<b>785.69</b>

#### (A) Equity Share Capital

##### Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	7,699,275	769.93	5,199,075	519.91
Add:				
(i) Shares issued on account of Initial Public offer during the year	-	-	2,500,200	250.02
(ii) Shares issued on account of Share warrant	960,000	96.00	-	-
<b>Outstanding at the end of the year</b>	<b>8,659,275</b>	<b>865.93</b>	<b>7,699,275</b>	<b>769.93</b>

\*During the year, the Holding Company issued 27,00,000 convertible share warrants on December 26, 2024. Each warrant is convertible into one equity share of face value ₹10/- at an issue price of ₹273/- per warrant (including a premium of ₹263 per share), in one or more tranches. The warrants are exercisable within a period of 18 months from the date of allotment, in compliance with applicable laws and regulations.

The issuance was approved by the shareholders at their meeting held on December 11, 2024, and all necessary regulatory filings have been duly completed.

In the first tranche, the Holding Company received 25% of the issue price, aggregating to ₹1,842.75 lakhs, towards the 27,00,000 convertible warrants. Subsequently, the balance 75% of the consideration, amounting to ₹1,965.60 lakhs, was received in respect of 9,60,000 warrants on or before March 28, 2025.

Accordingly, on March 29, 2025, the Company converted and allotted 9,60,000 equity shares of face value ₹10/- each at an issue price of ₹273/- per share (including a premium of ₹263/- per share), resulting in a total consideration of ₹2,620.80 lakhs.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Issue of Shares (Initial Public Offer)

The Holding Company has completed the initial Public Offer (IPO) of fresh issue and allotment of 25,00,200 equity shares of ₹10/- each at an issue price of ₹200 per share on September 28, 2023. The equity shares of the holding Company were listed on Bombay Stock Exchange (BSE) on SME Platform w.e.f. October 6, 2023. The issue comprised of fresh issue of 25,00,200 equity shares aggregating to ₹5,000.40 Lakhs.

### Utilisation of IPO proceeds

The details of utilisation of IPO proceeds from IPO are as follows:

Particulars	Projected utilization of proceeds as per the offer document	(₹ in Lakhs)
		As at March 31, 2025
Repayment of Debt	3,750.40	3,750.40
General Corporate Purpose	1,048.00	1,048.00
<b>Total</b>	<b>4,798.40</b>	<b>4,798.40</b>

### Terms/Rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Holding Company, the holders of shares will be entitled to receive remaining assets of the Holding company, after distribution of all preferential amounts.

The distribution will be in proportion to the number of shares held by the shareholders.

### Details of Shareholders holding more than 5% Equity Shares

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Sarang Bhand	1,567,006	18.10%	1,567,006	20.35%
Suhrod Patel	569,643	6.58%	571,443	7.42%

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

### Aggregate number of Equity shares issued as Bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceeding the reporting date:

#### ➔ Equity shares issued as pursuant to any contract for consideration other than cash

The Holding Company allotted 41,25,000 equity shares as fully paid up bonus shares by capitalisation of profits transferred from Securities Premium, pursuant to the passing of an Ordinary Resolution by the Shareholder in Extra Ordinary General Meeting held in September 8, 2022 for bonus equity in the ratio of 300:1 [300 (Three Hundred) equity shares to be issued for every 1 (one) equity shares].

#### ➔ Equity shares bought back

The Holding Company had not bought back any shares during the 5 preceding years.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Disclosure of Shareholding of Promoters

Disclosure of shareholding of Promoter as at March 31, 2025 is as follow:

Name of Promoter	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	18.10%	1,567,006	20.35%	-

Disclosure of shareholding of Promoter as at March 31, 2024 is as follow:

Name of Promoter	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Sarang Bhand	1,567,006	20.35%	1,567,006	30.14%	-

### (B) 0% Non-Cumulative Redeemable Preference Shares

**Reconciliation of the 0% non-cumulative redeemable preference shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	157,632	15.76	157,632	15.76
Add: Shares issued during the year	-	-	-	-
Less: Shares Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>157,632</b>	<b>15.76</b>	<b>157,632</b>	<b>15.76</b>

### Terms/Rights attached to 0% non-cumulative redeemable preference shares

Preference shareholders shall be entitled to rights and privileges as are contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof subject to the Companies Act, 1956 and any subsequent re-enactments thereof.

Preference Shares are redeemable / transferable in accordance with the terms contained in the Preference Share Agreement dated September 16, 2013 and any subsequent addendums thereof. As per addendum dated September 08, 2022, the preference shares are redeemable on any date on or before March 31, 2029.

No dividend is payable on the preference shares of the Holding Company.

Each of the shares shall be redeemed at price calculated based on annual return of 18% p.a. for the Redemption period.

### Details of Shareholders holding more than 5% non-cumulative redeemable preference shares

Name of shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Manish Modi	68,916	43.72%	68,916	43.72%
Mahendra Modi	14,000	8.88%	14,000	8.88%
Rupal J Shah Trustee of J.P.S. Family Trust	12,000	7.61%	12,000	7.61%
Ami Modi	10,740	6.81%	10,740	6.81%
Milap C Shah	45,860	29.09%	45,860	29.09%

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Disclosure of Shareholding of Promoters

Disclosure of shareholding of Promoter as at March 31, 2025 is as follow:

Name of Promoter	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

Disclosure of shareholding of Promoter as at March 31, 2024 is as follow:

Name of Promoter	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
-	-	-	-	-	-

## 5 RESERVES AND SURPLUS

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Capital Redemption Reserve</b>		
Balance as at the beginning of the year	9.17	9.17
Add: Addition on account of redemption of preference shares	-	-
<b>Balance as at the end of the year</b>	<b>9.17</b>	<b>9.17</b>
<b>Securities premium account</b>		
Balance as at the beginning of the year	15,526.86	10,947.76
Add: Premium on Issue of Equity Shares	-	4,750.38
Add: Premium on conversion of Share warrant*	2,524.80	
Less: Share issue expenses	-	(171.28)
<b>Balance as at the end of the year</b>	<b>18,051.66</b>	<b>15,526.86</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as at the beginning of the year	(8,165.63)	(8,942.53)
Add: Profit / (Loss) for the year	1,571.86	776.90
Less: Transferred to Capital Redemption Reserve	-	-
<b>Balance as at the end of the year</b>	<b>(6,593.78)</b>	<b>(8,165.63)</b>
<b>Total reserves and surplus</b>	<b>11,467.05</b>	<b>7,370.40</b>

\*During the year, the Holding Company issued 27,00,000 convertible share warrants on December 26, 2024. Each warrant is convertible into one equity share of face value ₹10/- at an issue price of ₹273/- per warrant (including a premium of ₹263/- per share), in one or more tranches. The warrants are exercisable within a period of 18 months from the date of allotment, in compliance with applicable laws and regulations.

The issuance was approved by the shareholders at their meeting held on December 11, 2024, and all necessary regulatory filings have been duly completed.

In the first tranche, the Holding Company received 25% of the issue price, aggregating to ₹1,842.75 lakhs, towards the 27,00,000 convertible warrants. Subsequently, the balance 75% of the consideration, amounting to ₹1,965.60 lakhs, was received in respect of 9,60,000 warrants on or before March 28, 2025.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Accordingly, on March 29, 2025, the Company converted and allotted 9,60,000 equity shares of face value ₹10/- each at an issue price of ₹273/- per share (including a premium of ₹263/- per share), resulting in a total consideration of ₹2,620.80 lakhs.

### 6 MONEY RECEIVED AGAINST SHARE WARRANT

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Add: Money received during the year	3,808.35	-
Less: Converted into equity share capital	(2,620.80)	-
Less: Forfeited/expired during the year	-	-
<b>Closing balance</b>	<b>1,187.55</b>	<b>-</b>

### 7 BORROWINGS

(₹ in Lakhs)

Particulars	Short-term		Long-term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Secured :</b>				
<b>Term loans</b>				
From Banks	65.41	179.84	22.02	99.13
<b>Loans repayable on demand</b>				
From Banks.	5.46	0.00	-	-
	<b>70.87</b>	<b>179.84</b>	<b>22.02</b>	<b>99.13</b>
<b>Unsecured :</b>				
From Financial Institutions	4.49	3.75	11.20	15.69
From Directors (Refer Note - 31)	-	-	11.85	21.18
Inter-Corporate Deposit	-	-	2,857.72	2,985.23
0.01% Compulsorily Convertible Debentures of ₹100 each (Previous year : NIL)	-	-	600.00	-
	<b>4.49</b>	<b>3.75</b>	<b>3,480.78</b>	<b>3,022.10</b>
<b>Total</b>	<b>75.36</b>	<b>183.59</b>	<b>3,502.80</b>	<b>3,121.23</b>

#### Terms and Conditions of the Borrowings :

#### Nature of Security :

(i) Car loan from HDFC Bank is secured by hypothecation of the vehicle financed by bank.

#### (ii) Term Loan from Bank of Baroda :

Term loans are secured by :

- Hypothecation of Stock and Book Debts (Both Present and future).
- Hypothecation of Plant and Machineries of the Company.
- Equitable Mortgage of the Leasehold land and Building situated at Survey No. 68(1) (Old) & Survey No. 74/1 (New), Situating at Mouje Solapur, Tuljapur Road, Tahsil and District Solapur admeasuring area 09 Acres.
- Cash margin on bank Gurantee limit.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

- Equitable Mortgage on residential premises situated at A2401/2402, 24th floor Kshitij CHS. Ltd., Plot No. 3, Sector 19, Palm Beach Road, Sanpada, Navi Mumbai belonging to Sarang Bhand and Smita Suhas Bhand.
- Pledge of 14,80,000 Redeemable Preference Shares (₹10 per share) of Solapur Bio Energy System Private Limited owned by Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited").
- Pledge of 37,00,000 fully paid up equity shares (₹10 per share) of Solapur Bio Energy System Private Limited owned by Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited").

The entire credit facility will further secured by Personal/Corporate Guarantee of the following individuals/ organizations :

1. Sarang Bhand
2. Organic Recycling System Limited ("formerly known as Organic Recycling System Private Limited")
3. Yashas Bhand
4. Five Elements Environment Venture Private Limited

### Terms of Repayment with interest

- (a) Car Loan from HDFC Bank is repayable in 84 monthly instalment amounting to ₹0.38 Lakhs commencing from March 2022 along with interest at 7.10 % p.a.

(b) **Term Loan from Bank of Baroda**

- (i) As per Original sanction letter, loan is repayable in 84 monthly instalment. As per revised Sanction letter dated October 30, 2021, the loan is repayable in 45 monthly instalment including moratorium period. Interest at BRLLR + 2.25% spread p.a. Spread to be reset linked to credit rating of the unit on completion of 24 months (including moratorium) from date of implementation of restructuring. Terms of repayment are as follow :

Financial Year	EMI (₹ in Lakhs)
2021-22	7.49
2022-23	74.87
2023-24	137.41
2024-25	150.01
2025-26	47.80

- (ii) Term loan taken for the purpose to build up current assets for working capital requirements/to meet liquidity crunch/Cash flow mismatch. Term loan repayable in 36 monthly instalment with interest commencing from August 2020 and principal amount commencing from July 2021 along with interest at BRLLR + 1% p.a. with monthly rests. BRLLR is linked to RBI Repo rate and the same will change in line with movement of RBI repo rate. Terms of repayment are as follow :

Financial Year	EMI (₹ in Lakhs)
2020-21	4.17
2021-22	29.14
2022-23	35.10
2023-24	32.65
2024-25	7.67

Above loan is fully repaid on June 30, 2024

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

- (iii) Term loan taken for the purpose to build up current assets for working capital requirements/To meet liquidity crunch/Cash flow mismatch. Term loan repayable in 36 monthly instalment with interest commencing from December 2021 and principal amount commencing from December 2023 along with interest at BRLLR + 1% p.a. with monthly rests. BRLLR is linked to RBI Repo rate and the same will change in line with movement of RBI repo rate. Terms of repayment are as follow :

Financial Year	EMI (₹ in Lakhs)
2021-22	0.92
2022-23	3.99
2023-24	9.15
2024-25	18.06
2025-26	16.68
2026-27	10.35

- (iv) Term loan taken for the purpose for additional funding under OTR 2.0 for purchase of Plant and Machineries (imported and indigenous). Term loan repayable in 60 monthly instalment with interest commencing from January 2022 and principal amount commencing from January 2023 along with interest at BRLLR + 2.25 % spread p.a. Spread to be reset linked to credit rating of the unit on completion of 24 months (including moratorium) from date of implementation of restructuring. Terms of repayment are as follow :

Financial Year	EMI (₹ in Lakhs)
2021-22	1.22
2022-23	14.44
2023-24	35.94
2024-25	31.12
Above loan is fully repaid on March 31, 2025	

Particulars	Terms of Repayment with interest	EMI (₹ in Lakhs)
<b>From Financial Institution :</b>		
(i) Business loan from Bajaj Finance	Repayable in 84 monthly instalments. The first 26 instalments will only pay interest, while the remaining 58 instalments will pay both principal and interest. Principal repayment commences from May 2023 along with interest at 18% p.a.	0.58
<b>Inter-Corporate Deposit</b>		
(i) Aegis Warehousing Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028. During the FY 24-25, no interest has been charged based on the waiver letter provided by the lender.	-
(ii) La Fin Financial Services Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-
(iii) Sunil Equitrade Private Limited	There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid on or before March 31, 2028, which carries interest @ 0%.	-



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Particulars		Terms of Repayment with interest	EMI (₹ in Lakhs)
(iv)	DHI Advisory Services LLP (Formerly known as Hansa Villa Realty Private Limited)	There is no specific repayment schedule of this long term loan. However as per the agreement executed, this loan will have to repaid on or after March 31, 2028.	-
<b>From Director</b>			
(a)	Sarang Bhand	'There is no specific repayment schedule for this long-term loan. However, as per the agreement executed, this loan will have to be repaid after March 31, 2028, which carries interest @ 0%.	-
Particulars		Terms of Repayment with interest	EMI (₹ in Lakhs)
	Loan repayable on demand - Cash Credit from Bank of Baroda	Cash Credit taken from Bank of Baroda for working capital requirement. <b>Margin</b> : 25% of Stock and 40% on book debt up to 90 days. <b>Rate of Interest</b> : 6.00% over BRLLR + plus strategic premium. Interest is payable with monthly rests and subject to change in credit rating of the account/Banks guidelines issued from time to time. <b>Security / Document</b> : i. Exclusive 1st charge by the way of supplementary Hypothecations of entire Stock and Book Debts of group, both present and future. ii. Irrevocable Power of Attorney for Books debts.	-

Details of quarterly reporting done to lender :

Name of Bank and Quarter	Particulars of Securities Provided	Amount as per Books of Accounts (₹ in Lakhs)	Amount as reported in quarterly return/ statement (₹ in Lakhs)	Amount of Difference (₹ in Lakhs)	Reason for Material discrepancies
Bank of Baroda - June 2024	Inventory	109.25	109.25	-	
	Trade Receivable	1,129.60	1,134.41	(4.81)	Some Trade Receivable realisation were erroneously not considered at the time of submission to the Bank
	Trade Payable	100.67	14.23	86.43	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor
Bank of Baroda - September 2024	Inventory	207.56	123.93	83.62	Napier Grass CWIP was not considered at the time of submission to the Bank
	Trade Receivable	1,550.88	1,550.88	(0.00)	
	Trade Payable	112.61	18.71	93.90	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Name of Bank and Quarter	Particulars of Securities Provided	Amount as per Books of Accounts (₹ in Lakhs)	Amount as reported in quarterly return/statement (₹ in Lakhs)	Amount of Difference (₹ in Lakhs)	Reason for Material discrepancies
Bank of Baroda - December 2024	Inventory	211.65	128.03	83.62	Napier Grass CWIP was not considered at the time of submission to the Bank
	Trade Receivable	1,135.42	1,137.18	(1.76)	Some Trade Receivable realisation were erroneously not considered at the time of submission to the Bank
	Trade Payable	111.84	22.34	89.50	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor
Bank of Baroda - March 2025	Inventory	365.07	370.45	(5.37)	There was Calculation Error in Stock Valuation at the time of submission to the Bank
	Trade Receivable	2,030.97	2,190.17	(159.20)	Trade Receivable ₹159.20 Lakhs were reclassified as Non Current Assets.
	Trade Payable	126.32	39.55	86.77	The amount given to bank does not include trade payable more than 90 days and also submitted to bank include O&M Creditor

**0.01% Cumulative Compulsorily Convertible Debentures (CCD)****Reconciliation of the 0.01% Cumulative Compulsorily Convertible Debentures outstanding at the beginning and at the end of the reporting period:**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At the beginning of the year	-	-	-	-
Add: Debentures issued during the year (Face Value of ₹100/- each)	600,000	600.00	-	-
Less: Debentures Bought Back during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>600,000</b>	<b>600.00</b>	-	-

**Terms/Rights attached to 0.01% Cumulative Compulsorily Convertible Debentures**

Compulsorily Convertible Debenture holders shall be entitled to rights and privileges as are available under the Companies Act, 2013.

Each Compulsorily Convertible Debenture will carry a Coupon Rate of 0.01% per annum on cumulative basis

Each Compulsorily Convertible Debenture will carry a redemption / conversion premium of 14.00% per annum on a cumulative basis for the period until conversion to equity shares.

Each Compulsorily Convertible Debenture of face value ₹100/- each along with the interest accumulated thereon shall be converted into equity shares of face value ₹10/- each and fair value of each equity share will be ₹61.04/- and therefore CCD will be converted in the ratio 1:1.6382 at conversion price of ₹61.04/-.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Compulsorily Convertible Debentures are convertible at any time on or before completion of 5 years from the date of allotment.

The Compulsorily Convertible Debenture shall not carry any security or collateral and hence shall be unsecured in nature.

### Details of Debenture holders holding more than 5% of 0.01% Cumulative Compulsorily Convertible Debentures

Name of Debenture Holder/s	As at March 31, 2025		As at March 31, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Josh Edusolutions FZ LLC	600,000	100.00%	-	0.00%

As per the records of the company, including its register of Debenture Holders and other declaration received from Debenture Holder regarding beneficial interest, the above holding represents both legal and beneficial ownership of Debentures.

## 8 OTHER LIABILITIES

(₹ in Lakhs)

Particulars	Current		Long-term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Trade payables*	-	-	465.90	-
Security Deposits	-	-	226.00	264.00
<b>Trade Advance</b>				
From Others	-	-	-	12.00
Employee benefits payable	110.56	92.77	-	-
Statutory dues including provident fund and tax deducted at source	169.15	210.00	-	-
Payable for Capital Goods**	115.80	116.98	-	-
Advance from Customer	0.31	0.06	-	-
Payable for expenses	715.14	449.65	137.33	-
Interest Payable on Compulsorily Convertible Debentures	-	-	0.01	-
Interest Accrued but not due on Term Loan	0.48	1.05	-	-
<b>Total</b>	<b>1,111.45</b>	<b>870.51</b>	<b>829.25</b>	<b>276.00</b>

\*During the year ended March 31, 2025, the Holding Company reclassified trade payable amounting to ₹465.90 Lakhs and payables for expenses amounting to ₹137.33 Lakhs, relating to the Delhi project, from current liabilities to non-current liabilities. This reclassification is based on the fact that the underlying obligations are currently subject to ongoing arbitration proceedings, and the Holding Company does not expect the resolution of these disputes within the next twelve months. The Holding Company remains actively engaged in the arbitration process and is committed to resolving the matter in due course. The final outcome of the arbitration may impact the timing and amount of settlement of these payables.

\*\*Out of the total payable, ₹59.13 Lakhs (PY ₹59.13 Lakhs) is under dispute. Out of the total amount under dispute, ₹18.02 Lakhs (P.Y. ₹18.02 Lakhs) is under arbitration at Mumbai which is at its final stage. Remaining amount of ₹41.11 Lakhs (P.Y. ₹41.11 Lakhs) is under dispute under the MSME law at Pune and is at its initial stage.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### \*Trade Payables ageing schedule for current year

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2025
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	-	-	-	465.90	465.90
Others	-	-	-	-	-
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	-	-	-	465.90	465.90

### Trade Payables ageing schedule for previous year

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
	-	-	-	-	-

## 9 PROVISIONS

(₹ in Lakhs)

Particulars	Short-term		Long-term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Provision for employee benefits</b>				
Provision for gratuity (Refer Note - 32)	4.19	4.38	68.19	54.47
Provision for Leave Encashment (Refer Note - 33)	2.22	1.30	15.74	8.23
Provision for Income Tax*	24.91	62.05	-	-
(Net of Tax Deducted at Source and advance tax of ₹67.95 Lakhs (P.Y. 57.06 Lakhs))				
<b>Total</b>	<b>31.32</b>	<b>67.74</b>	<b>83.92</b>	<b>62.70</b>

## 10 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (Refer ageing schedule below)	67.98	533.06
Total outstanding dues of creditors other than micro enterprises and small enterprises	123.14	233.46
<b>Total</b>	<b>191.12</b>	<b>766.52</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the group is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount due and remaining unpaid	67.98	533.06
Interest accrued and due on above and the unpaid interest	34.78	30.43
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	34.78	30.43
Amount of further interest remaining due and payable in succeeding years	34.78	30.43

### Trade Payable ageing schedule as at March 31, 2025:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2025
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	13.26	5.50	48.02	1.19	67.98
Others	41.64	0.06	0.55	80.89	123.14
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>54.89</b>	<b>5.56</b>	<b>48.58</b>	<b>82.09</b>	<b>191.12</b>

### Trade Payable ageing schedule as at March 31, 2024:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
MSME	21.88	37.85	1.52	471.80	533.06
Others	151.98	0.59	11.56	69.33	233.46
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>173.87</b>	<b>38.44</b>	<b>13.08</b>	<b>541.13</b>	<b>766.51</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 11. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Property, Plant & Equipment							Total Property, Plant & Equip- ment	Intangible assets			Total Intan- gible assets
	Furni- tures & Fixtures	Comput- ers	Napier Cultiva- tion	Building	Vehicles	Office Equip- ments	Plant and Ma- chinery		Tech- nology Develop- ment	Good- will	Soft- ware	
<b>Gross value</b>												
<b>As at April 01, 2023</b>	<b>67.61</b>	<b>17.46</b>	<b>-</b>	<b>2,019.33</b>	<b>62.03</b>	<b>28.09</b>	<b>8,916.13</b>	<b>11,110.65</b>	<b>60.99</b>	<b>93.81</b>	<b>4.19</b>	<b>158.99</b>
Addition	16.64	3.69	-	-	5.40	5.30	25.25	<b>56.27</b>	7.69	-	0.60	<b>8.29</b>
Disposals	(50.49)	-	-	-	-	(7.14)	-	<b>(57.63)</b>	-	-	-	-
<b>As at March 31, 2024</b>	<b>33.76</b>	<b>21.15</b>	<b>-</b>	<b>2,019.33</b>	<b>67.43</b>	<b>26.25</b>	<b>8,941.37</b>	<b>11,109.29</b>	<b>68.68</b>	<b>93.81</b>	<b>4.79</b>	<b>167.28</b>
Addition	1.21	14.10	74.69	-	-	11.46	5.45	<b>106.91</b>	959.36	-	16.60	<b>975.96</b>
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>34.97</b>	<b>35.26</b>	<b>74.69</b>	<b>2,019.33</b>	<b>67.43</b>	<b>37.71</b>	<b>8,946.82</b>	<b>1,216.21</b>	<b>1,028.05</b>	<b>93.81</b>	<b>21.39</b>	<b>1,143.24</b>
<b>Depreciation/Amortisation</b>												
<b>As at April 01, 2023</b>	<b>45.64</b>	<b>14.82</b>	<b>-</b>	<b>1,085.79</b>	<b>36.32</b>	<b>23.18</b>	<b>3,976.48</b>	<b>5,182.24</b>	<b>60.69</b>	<b>-</b>	<b>3.39</b>	<b>64.08</b>
Charge for the year	3.01	1.72	-	89.84	8.42	2.63	409.02	<b>514.64</b>	0.49	-	0.44	<b>0.93</b>
Disposals	(30.39)	-	-	-	-	(5.60)	-	<b>(35.99)</b>	-	-	-	-
<b>As at March 31, 2024</b>	<b>18.25</b>	<b>16.54</b>	<b>-</b>	<b>1,175.63</b>	<b>44.74</b>	<b>20.22</b>	<b>4,385.50</b>	<b>5,660.88</b>	<b>61.18</b>	<b>-</b>	<b>3.83</b>	<b>65.01</b>
Charge for the year	3.86	7.61	6.95	81.19	7.04	3.97	377.81	488.43	80.92	-	1.76	82.68
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2025</b>	<b>22.12</b>	<b>24.15</b>	<b>6.95</b>	<b>1,256.82</b>	<b>51.78</b>	<b>24.19</b>	<b>4,763.31</b>	<b>6,149.31</b>	<b>142.10</b>	<b>-</b>	<b>5.59</b>	<b>147.69</b>
<b>Net Book Value</b>												
<b>As at March 31, 2024</b>	<b>15.51</b>	<b>4.61</b>	<b>-</b>	<b>843.70</b>	<b>22.69</b>	<b>6.03</b>	<b>4,555.87</b>	<b>5,448.43</b>	<b>7.50</b>	<b>93.81</b>	<b>0.96</b>	<b>102.27</b>
<b>As at March 31, 2025</b>	<b>12.85</b>	<b>11.11</b>	<b>67.74</b>	<b>762.51</b>	<b>15.65</b>	<b>13.52</b>	<b>4,183.51</b>	<b>5,066.90</b>	<b>885.94</b>	<b>93.81</b>	<b>15.79</b>	<b>995.55</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 11. INTANGIBLE ASSET UNDER DEVELOPMENT

(₹ in Lakhs)

Particular	Amount
<b>As at April 01, 2023</b>	<b>1,015.29</b>
Addition	265.27
Disposals	-
<b>As at March 31, 2024</b>	<b>1,280.56</b>
Addition	235.80
Disposals	-
Capitalization	959.36
<b>As at March 31, 2025</b>	<b>556.99</b>
<b>Net Book Value</b>	
<b>As at March 31, 2024</b>	<b>1,280.56</b>
<b>As at March 31, 2025</b>	<b>556.99</b>

#### Intangible Assets under Development completion schedule :

(₹ in Lakhs)

Intangible Assets under Development	Amount in Intangible Assets under Development for a period of				As at March 31, 2025
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Project in progress	235.80	135.50	185.70	-	<b>556.99</b>

#### Intangible Assets under Development completion schedule :

(₹ in Lakhs)

Intangible Assets under Development	Amount in Intangible Assets under Development for a period of				As at March 31, 2024
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Project in progress	265.27	410.77	311.43	293.09	<b>1,280.56</b>

- During the year, the cost amounting to ₹235.46 Lakhs (Previous Year: ₹265.27 Lakhs) comprises of salary cost, towards the development of Activated Carbon to Mesh Membrane development for water /gas purification application, Micro Algae application for waste water treatment, Cashew apple to Vinegar/Bioethanol, Emission control device for Emission control application, Lithium Metal recovery from Industrial waste water, Biogenic CO<sub>2</sub> Methanation Technology, MSW torrefaction, Biogenic CO<sub>2</sub> To Mixed Alcohol (C<sub>1</sub>-C<sub>4</sub>) conversion, RDF/Biomass to renewable Dimethyl ether (r-DME), Paddy straw, other Agri-residue pretreatment using Bio- enzymatic Technologies, Bio methanation catalyst, Bio grinder, and AI-based Digester Health Monitoring/Prediction Software, Co-digestion of Agri residue and other feedstock/ HRT Reactor / Pre-treatment of mixed biomass or waste, H<sub>2</sub>S and Moisture scrubber Technology and Biochar to Brick/tiles application..
- There are no projects under Intangible asset under development, whose completion is overdue or has exceeded its cost compared to its original plan.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

## 11. CAPITAL WORK IN PROGRESS

(₹ in Lakhs)

Capital Work in Progress	Amount
<b>As at April 01, 2023</b>	<b>13.98</b>
Addition	393.04
Disposals	-
<b>As at March 31, 2024</b>	<b>407.02</b>
Addition	843.02
Disposals	-
<b>As at March 31, 2025</b>	<b>1,250.04</b>
<b>At March 31, 2024</b>	<b>407.02</b>
<b>At March 31, 2025</b>	<b>1,250.04</b>

## (a) Capital-work-in progress, following ageing schedule for FY 2024-25

## CWIP ageing schedule

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				As at March 31, 2025
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Projects temporarily suspended	-	-	-	13.98	<b>13.98</b>
Project in progress	843.02	393.04	-	-	<b>1,236.06</b>

## (b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

CWIP	To be completed in				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	13.98	<b>13.98</b>

## (a) Capital-work-in progress, following ageing schedule for FY 2023-24

## CWIP ageing schedule

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				As at March 31, 2024
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Projects temporarily suspended	-	-	-	13.98	<b>13.98</b>
Project in progress	393.04	-	-	-	<b>393.04</b>

## (b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

CWIP	To be completed in				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	13.98	<b>13.98</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 12 NON-CURRENT INVESTMENTS

	(₹ in Lakhs)			
	Number of Shares March 31, 2025	Number of Shares March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Trade Investments - Unquoted (Valued At Cost Unless Stated Otherwise)</b>				
<b>Investment in Associates :</b>				
Blue Planet Kannur Waste Solutions Private Limited	2,600	2,600	-	-
Add/(Less): Group's Share of Profits / (Losses)				
Blue Planet Palakkad Waste Solutions Private Limited	2,600	2,600	-	-
Add/(Less): Group's Share of Profits / (Losses)				
<b>Investment in Others :</b>				
Five Elements Environment Ventures Private Limited	1,000	1,000	0.10	0.10
<b>Total</b>			<b>0.10</b>	<b>0.10</b>
<b>Aggregate amount of</b>				
Quoted Investments			-	-
Market value of Quoted Investments			-	-
Unquoted Investments			0.10	0.10

### 13 DEFERRED TAX ASSETS (NET)

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>Deferred tax liability</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	930.07	961.10
<b>Gross deferred tax liability (B)</b>	<b>930.07</b>	<b>961.10</b>
<b>Deferred tax assets</b>		
Property, Plant and Equipment : Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	-	12.01
On account of disallowance of TDS under Section 40(a)	-	-
Provision for employee benefit expenses	22.73	17.21
On unabsorbed depreciation and business loss	2,809.07	3,117.41
<b>Gross deferred tax assets (A)</b>	<b>2,831.80</b>	<b>3,146.62</b>
<b>Net deferred tax Assets (A-B)</b>	<b>1,901.72</b>	<b>2,185.53</b>
<b>Deferred Tax Assets to be extent recognised (refer note below)</b>	<b>934.15</b>	<b>959.27</b>

According to the Accounting Standard AS-22, deferred tax assets should be recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 14 LOANS AND ADVANCES

(₹ in Lakhs)

	Short-term		Long-term	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
<b>Other Loans &amp; Advances</b>				
Advance to Employees for Expenses	8.08	7.93	-	-
Advance to vendors	293.40	34.04	-	-
Capital Advance	756.22	-	-	2.32
Loans to Related parties (Refer Note - 31)	-	-	5.56	5.26
Balance with Government Authorities	23.95	36.37	2.67	2.67
Loan to Employees	1.41	2.40	-	-
Prepaid expenses	27.34	15.70	-	-
<b>Total</b>	<b>1,110.39</b>	<b>96.43</b>	<b>8.24</b>	<b>10.26</b>

#### Loans or Advances to Specified Person\*

(₹ in Lakhs)

Name of the Party	Relationship	Nature of Amount (Loan/ Advance)	As at March 31, 2025	Percentage to the total Loans and Advances in the nature of loans	Secured/ Unsecured	Remarks
Five Elements Environment Ventures Private Limited	Related Party	Loan	5.56	100.00%	Unsecured	Repayment as per agreement

#### Loans or Advances to Specified Person\*

(₹ in Lakhs)

Name of the Party	Relationship	Nature of Amount (Loan/ Advance)	As at March 31, 2024	Percentage to the total Loans and Advances in the nature of loans	Secured/ Unsecured	Remarks
Five Elements Environment Ventures Private Limited	Related Party	Loan	5.26	100.00%	Unsecured	Repayment as per agreement

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 15 OTHER ASSETS

(₹ in Lakhs)

	Current		Non-Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Security Deposits	26.40	76.27	40.84	33.34
Earnest Money Deposit	-	-	92.11	115.60
Term Deposit with bank*	-	50.00	120.44	128.06
Margin Money for Bank Gurantee- for MPCB	-	-	2.25	2.25
TDS Reimbursible from Bajaj Finance	0.15	0.08	-	-
Unbilled Receivables	-	306.80	-	-
Interest accrued but not due on term deposits	3.41	-	10.46	8.46
<b>Long term Trade Receivables**</b>				
(a) Secured, considered good;	-	-	-	-
(b) Unsecured considered good;	-	-	2,401.36	-
(c) Doubtful	-	-	74.16	-
(-) Provision for doubtful debts (LT)	-	-	(74.16)	-
<b>Total</b>	<b>29.97</b>	<b>433.15</b>	<b>2,667.46</b>	<b>287.71</b>

#### Notes :

\* The term deposits are given to various customer as a performance guarantees.

\*\* During the year, the Group has reclassified certain balances amounting to ₹2,316.32 lakhs, inclusive a provision of ₹74.16 lakhs. Of this, ₹1,486.75 lakhs (inclusive of the provision) pertains to receivables from the Municipal Corporation of Delhi (MCD), which are currently subject to legal proceedings. Pursuant to MCD's order dated June 30, 2022, terminating the contract and initiating recovery actions, the Company filed a petition before the Hon'ble High Court of Delhi seeking recovery of outstanding dues along with cost escalation claims.

Based on legal counsel obtained, the management is confident of a favourable outcome. However, considering that the resolution of the matter is not expected within the next twelve months, the receivable has been reclassified to reflect its appropriate accounting classification. The balance amount of ₹988.77 lakhs pertains to other reclassifications undertaken during the year to ensure accurate presentation in the consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Non current Trade Receivables ageing schedule for current period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2025
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	-	-	768.77	220.00	-	988.77
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	127.60	1,284.99	1,412.59
Disputed Trade receivables- considered doubtful	-	-	-	-	74.16	74.16
(-) Provision for doubtful debts	-	-	-	-	(74.16)	(74.16)
	-	-	768.77	347.60	1,284.99	2,401.36

### Non current Trade Receivables ageing schedule for previous period :

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2024
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	-	-	-	-	-	-
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
(-) Provision for doubtful debts	-	-	-	-	-	-
	-	-	-	-	-	-

## 16 INVENTORIES

(₹ in Lakhs)

	As at March 31, 2025	As at March 31, 2024
Work in progress	305.30	66.25
Finished goods	46.98	31.50
Stores & spares	13.49	18.66
Raw materials	0.46	0.26
<b>Total</b>	<b>366.23</b>	<b>116.67</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 17 TRADE RECEIVABLES

(₹ in Lakhs)

	As at March 31, 2025	As at March 31, 2024
Unsecured considered good (Refer ageing schedule below)	3,649.77	3,543.10
Doubtful	-	74.16
(-) Provision for doubtful debts	-	(74.16)
<b>Total</b>	<b>3,649.77</b>	<b>3,543.10</b>

\*Refer to Note 15 for details on reclassification of trade receivables to non-current Assets.

#### Trade Receivables ageing schedule as at March 31, 2025:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					As at March 31, 2025
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	3,036.41	270.78	314.74	26.80	1.03	3,649.77
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-
(-) Provision for doubtful debts	-	-	-	-	-	-
<b>Total</b>	<b>3,036.41</b>	<b>270.78</b>	<b>314.74</b>	<b>26.80</b>	<b>1.03</b>	<b>3,649.77</b>

#### Trade Receivables ageing schedule as at March 31, 2024:

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					As at March 31, 2024
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed Trade receivables- considered good	1,668.95	5.32	455.42	-	0.82	2,130.51
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	127.60	358.88	926.10	1,412.59
Disputed Trade receivables- considered doubtful	-	-	-	-	74.16	74.16
(-) Provision for doubtful debts	-	-	-	-	(74.16)	(74.16)
<b>Total</b>	<b>1,668.95</b>	<b>5.32</b>	<b>583.02</b>	<b>358.88</b>	<b>926.92</b>	<b>3,543.09</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 18 CASH AND BANK BALANCE

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Cash and cash equivalents</b>		
Cash on Hand	1.28	1.41
Bank Balances		
- In current accounts	571.10	597.90
Term Deposit with bank with Original maturity less than 3 months	1,967.60	220.00
<b>(A)</b>	<b>2,539.97</b>	<b>819.31</b>
<b>Other Bank Balance</b>		
Balance with Bank as Unspent CSR Amount*	2.80	-
Balance in Bank - Escrow Account**	182.83	-
Term Deposit with bank with maturity less than 12 months	0.11	0.11
<b>(B)</b>	<b>185.74</b>	<b>0.11</b>
<b>Total (A+B)</b>	<b>2,725.72</b>	<b>819.42</b>

\*Balance with bank as unspent CSR amount represents the amount earmarked and transferred to a separate bank account in compliance with Section 135 of the Companies Act, 2013, pending utilisation towards ongoing Corporate Social Responsibility (CSR) projects.

\*\*Balance with bank in escrow account represents funds earmarked for the purpose of servicing obligations relating to share warrants.

### 19 REVENUE FROM OPERATIONS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract revenue	868.20	453.62
Operation and Maintenance	91.56	-
Sale of Service	1,783.73	1,001.50
Sale of Products		
Finished goods	533.39	1,288.18
Traded goods	1,095.28	-
<b>Other Operating Income</b>		
Sale of Scrap	5.14	5.43
<b>Total</b>	<b>4,377.29</b>	<b>2,748.73</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 20 OTHER INCOME

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income :		
- On Fixed Deposit	11.84	25.37
- On Security Deposit	0.97	0.96
- On Income Tax Refund	1.52	1.23
- On Inter-Corporate Deposit	3.67	-
Commission	461.76	-
Sundry balance written back (Refer Note - 39)	16.17	1.41
Exchange Difference Gain	-	1.32
<b>Total</b>	<b>495.93</b>	<b>30.29</b>

### 21 COST OF MATERIAL CONSUMED

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock	0.26	-
Add: Purchase of Material	74.50	403.01
Less: Closing stock	0.46	0.26
<b>Cost of Material consumed</b>	<b>74.30</b>	<b>402.75</b>

### 22 PURCHASES OF STOCK-IN-TRADE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Traded goods	939.29	-
	<b>939.29</b>	<b>-</b>

### 23 CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Stock in process</b>		
Stock in process at the beginning of the year	66.25	51.60
Less : Stock in process at the end of the year	305.30	66.25
	<b>(239.05)</b>	<b>(14.65)</b>
<b>Finished Goods</b>		
Finished goods at the beginning of the year	31.50	15.66
Less : Finished goods at the end of the year	46.98	31.50
	<b>(15.48)</b>	<b>(15.83)</b>
<b>Total</b>	<b>(254.53)</b>	<b>(30.48)</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 24 CONSTRUCTION EXPENSE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Labour Charges/ Subcontract charges	260.55	47.08
Repairs and maintenance..	1.19	0.75
Other	152.92	282.36
<b>Total</b>	<b>414.66</b>	<b>330.20</b>

### 25 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus*	358.68	303.21
Contributions to provident and other funds	27.31	28.26
Stipend	2.25	0.56
Recruitment expense	3.28	0.29
Gratuity	31.15	10.02
Leave Encashment	11.43	10.56
Staff welfare expenses	13.30	14.01
<b>Total</b>	<b>447.39</b>	<b>366.90</b>

\*includes Director remuneration of ₹42.00 Lakhs (P.Y ₹42.00 Lakhs) (Refer Note - 31)

### 26 DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on Property, Plant & Equipment	260.10	264.76
Amortisation of intangible assets	82.68	0.93
<b>Total</b>	<b>342.78</b>	<b>265.68</b>

### 27 FINANCE COSTS

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on loan*	22.50	113.59
Interest on overdraft	-	-
Interest on cash credit	2.71	5.04
Other borrowing cost	1.13	11.40
Interest on Compulsorily Convertible Debentures	0.01	-
<b>Total</b>	<b>26.35</b>	<b>130.03</b>

\*No interest expense has been recognized on unsecured loan during the year, pursuant to waiver granted by the lender.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 28 OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Direct Expenses</b>		
Labour Charges/ Subcontract charges	10.93	39.28
Packing and Forwarding Charges	0.80	2.44
Power and Fuel	34.38	81.62
Plant and Machinery - Hiring Charges	23.48	59.84
Transportation Charges	0.23	0.68
Loading and Unloading Charges	0.42	0.23
Testing and Laboratory Expenses	5.82	0.98
Napier Grass Expenses	224.34	-
Other Direct Cost	15.54	14.91
<b>Total</b>	<b>315.95</b>	<b>199.98</b>
Bank Charges	2.63	3.27
Rent	62.61	32.31
Rates and taxes	46.94	17.40
Electricity expenses	9.12	5.72
Insurance charges	14.91	9.05
Operation and Maintenance expenses		
- Machinery rent (O&M)	8.18	-
- Labour Charges (O&M)	4.09	-
- Other (O&M)	9.98	-
Interest on MSME	5.35	12.07
Business promotion expenses	14.92	8.02
Legal and professional charges	501.98	158.84
Labour Charges	6.43	3.00
Loss on sale of Assets	-	16.64
Payment to auditor (Refer details below)	16.95	12.65
Travelling and conveyance expenses	47.86	37.12
Internet expenses	3.11	3.48
Lodging and Boarding expenses	21.31	18.96
Communication cost	3.44	3.75
Interest and penalties	0.00	4.48
Office expenses	17.36	21.41
Testing charges	1.58	0.78
Carriage Outward	6.55	2.40
Selling & Distribution	0.28	0.45
Repairs & Maintenance		
-Building	-	0.06
-Plant and Machinery	0.39	1.41
Consumption of Stores and spares	17.22	25.55

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 28. OTHER EXPENSES

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Donation	0.43	0.12
Brokerage & Commission	6.92	5.19
Corporate Social Responsibility	-	6.30
Bad debts and Balance written off (Refer Note - 40)	1.26	25.97
Telephone Expense	0.27	0.65
Miscellaneous expenses	28.08	7.36
Postage & Courier Expenses	-	0.01
Director Sitting Fees	1.90	1.50
ROC Fees	-	0.26
<b>Total</b>	<b>862.07</b>	<b>446.16</b>
	<b>1,178.01</b>	<b>646.13</b>
<b>* Payment to Auditors</b>		
As Auditors:		
Audit Fees	14.80	12.30
Certificate	0.75	0.35
Tax matters	1.40	-
<b>Total</b>	<b>16.95</b>	<b>12.65</b>

### 29. EARNING PER SHARE

Net profit attributable to equity shareholders and the weighted number of shares outstanding for basic and diluted earning per share are as summarised below:

(₹ in Lakhs)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net profit for calculation of basic and diluted EPS (₹ in Lakhs) (A)	1,571.86	776.90
Weighted average number of equity shares for calculating basic EPS, Nominal value of Shares ₹10 each (B)	7,707,165	6,469,668
Weighted average number of equity shares for calculating diluted EPS, Nominal value of Shares ₹10 each (C)	8,404,645	6,469,668
<b>Basic Earning per Share (A/B)</b>	<b>20.39</b>	<b>12.01</b>
<b>Diluted Earning per Share (A/C)</b>	<b>18.70</b>	<b>12.01</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 30. CONTINGENT LIABILITIES & COMMITMENTS

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Contingent Liabilities</b>		
The Holding company has provided corporate guarantee for term loan availed by its wholly owned subsidiary.	2,844.00	2,844.00
Service tax order No. 15/V5/COMMR/RGD/2024-25 received for an amount of ₹169.00 Lakhs, interest at applicable rates under the Service Tax Act and penalty of ₹169.00 Lakhs, other late fees of ₹1.05 Lakhs by the Holding Company for the contravention of provisions of Section 66B, Section 67 and Section 68 of the Finance Act, 1994 read with rule 6 of Service Tax Rules, 1994. The demand pertains to alleged non-payment of service tax on taxable services rendered. The Company has filed its detailed submissions contesting the demand and, based on expert legal advice, believes that it has a strong case on merits. Accordingly, no provision has been made in the books of account in this regard.	339.05	307.18
Performance Bank Guarantee against FD for Projects	101.79	101.79
Performance Bank Guarantee is given by Bank of Baroda in favour of Bharat Petroleum Corporation Ltd.	13.95	-
Bank of Baroda's Right to Recompense on restructure term loan - The rights to recompense may be exercised by Bank of Baroda from the second anniversary date of the implementation of restructured package, if it is revived and surplus cash is generated after meeting the repayment obligation under the restructure package.	49.10	49.10
Income Tax demand for FY 2014-15. The appeal has been filed and management expects that no liability will arise	406.23	406.23
Bank Guarantee - Bank Guarantee is given by Bank of Baroda in favour of Maharashtra Pollution Control Board	10.00	10.00
Income Tax demand for FY 2017-18. The appeal has been filed and management expects that no liability will arise	-	2.10
TDS Default	-	0.01
<b>Commitments</b>		
Capital Commitments	-	-

### 31. RELATED PARTY DISCLOSURES

#### Names of related parties and related party relationship

#### Related parties under AS 18

Key Management Personnel	Sarang S. Bhand (Managing Director)
	Yashas Bhand (Director and Chief Executive Officer)
	Janaki Sarang Bhand (Director)
	Kirit Dhanji Sheth (Director)
	Jigar Gudka (Chief Financial Officer)
	Zinal Shah (Company Secretary resigned w.e.f. November 7, 2023)
	Seema Gawas (Company Secretary w.e.f. November 8, 2023)
Independent Directors	Amit Karia
	Rakesh Mehra
Relatives of Key Management Personnel	Suhas Bhand (Relative of Director)
Associates	Blue Planet Kannur Waste Solutions Private Limited
	Blue Planet Palakkad Waste Solutions Private Limited
Entities in which Key Management Personnel exercise significant influence	Blue Planet Biofuels Private Limited (Formerly known as "Blue Planet Yasasu Solutions Private Limited")*
	Blue Planet Yasasu Process Engineers Private Limited*
	Five Elements Environment Ventures Private Limited
	Five Elements Research Foundation

\* Ceased to be a related party w.e.f. July 14, 2023

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### i) Related Party transactions (including provisions and accruals)

(₹ in Lakhs)

Name of Related Party	Relationship	Nature of Transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Sarang Bhand	Director	Director Remuneration	42.00	42.00
		Consultancy Charges	46.67	46.67
		Loan received	-	17.95
		Loan repaid	9.33	5.93
Yashas Bhand	Director	Director Remuneration capitalised as Technology development	24.00	24.00
		Consultancy Charges	13.38	-
Kirit Dhanji Sheth	Director	Professional Fees	14.40	-
Janaki Sarang Bhand	Director	Director Sitting Fees	0.10	0.60
Suhas Bhand	Relative of Director	Consultancy Charges	30.00	30.00
Amit Karia	Independent Director	Sitting Fees	0.30	0.40
Rakesh Mehra	Independent Director	Sitting Fees	1.50	0.50
Five Elements Environment Ventures Private Limited	Entities in which Key Management Personnel exercise significant influence	Loan Given	0.30	0.30
		Advance given	-	2.32
		Advance received back	2.32	-
Jigar Gudka	Chief Financial Officer	Salary	34.16	27.28
Seema Gawas	Company Secretary	Salary	5.78	2.28
Zinal Shah	Company Secretary	Salary	-	2.47

### ii) Closing Balances of Related Parties (including provisions and accruals)

(₹ in Lakhs)

Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Sarang Bhand	Director	Director Remuneration payable	2.68	2.06
		Advance for Expenses Receivable	3.50	-
		Consultancy Charges payable	3.50	6.56
		Loan payable	11.85	21.18
Yashas Bhand	Director	Director Remuneration payable	1.72	1.83
		Consultancy Charges Payable	1.00	-
Janaki Sarang Bhand	Director	Director Sitting Fees	0.10	1.62
Kirit Dhanji Sheth	Director	Payable for Expenses	10.86	-
Suhas Bhand	Relatives of Key Management Personnel	Consultancy Charges payable	2.25	2.25
Rakesh Mehra	Independent Director	Sitting Fees	0.45	-
Amit Karia	Independent Director	Sitting Fees	0.30	0.45
Five Elements Environment Ventures Private Limited	Entity in which Key Management Personnel exercise significant influence	Loan Receivable	5.56	5.26
		Advance given	-	2.32
		Investment in Equity Shares	0.10	0.10



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

(₹ in Lakhs)				
Name of Related Party	Relationship	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Blue Planet Palakkad Waste Solutions Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Blue Planet Kannur Waste Solution Private Limited	Associate Company	Investment in Equity Shares	0.26	0.26
Jigar Gudka	Key Management Personnel - Chief Financial Officer	Salary payable	1.17	1.92
Seema Gawas	Key Management Personnel - Company Secretary	Salary payable	0.46	0.46

### 32. GRATUITY(UNFUNDED)

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the unfunded status and amounts recognized in the balance sheet for the respective plans.

#### a. Statement of Profit and Loss

##### Net employee benefit expense recognized in the employee cost

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Current service cost	8.23	7.45
Interest cost on benefit obligation	4.28	3.93
Expected Gain on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Loss / (Gain)	18.63	(1.36)
Recognised Past Service Cost - Vested	-	-
Recognised Past Service Cost - Unvested	-	-
<b>Net benefit expense</b>	<b>31.15</b>	<b>10.02</b>

#### b. Balance Sheet

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability	72.38	58.85

#### c. Reconciliation of Net Liability

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Present Value of funded defined benefit obligation (i)	72.38	58.85
Fair Value of Plan Assets(ii)	-	-
<b>Net Benefit Liability</b>	<b>72.38</b>	<b>58.85</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### c(i). Reconciliation of defined benefit obligation

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	58.85	51.95
Transfer in / (out) obligation	-	-
Current Service Cost	8.23	7.45
Interest cost on benefit obligation	4.28	3.93
Actuarial Loss / (Gain)	18.63	(1.36)
Past Service Cost	-	-
Benefits paid	(17.62)	(3.11)
<b>Present Value of Defined Benefit Obligation</b>	<b>72.38</b>	<b>58.85</b>

### d. Bifurcation of Current - Non Current Liability

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Current Liability	4.19	4.38
Non Current Liability	68.19	54.47
<b>Total</b>	<b>72.38</b>	<b>58.85</b>

### e. Composition of Plan Assets

Particulars		
	As at March 31, 2025	As at March 31, 2024
Policy of Insurance	0.00%	0.00%
<b>Total</b>	<b>0.00%</b>	<b>0.00%</b>

### f. Principal Assumptions for determining Gratuity Plan

Particulars		
	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.68%	7.09%
Rate of Salary Increase	5.00%	5.00%
<b>Attrition rate</b>		
For service 4 years and below	15.00% p.a.	15.00% p.a.
For service 5 years and above	5.00% p.a.	5.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	Indian Assured Lives Mortality 2012-14 (Ultimate)
Mortality Rate After Employment	N.A.	N.A.

The discount rate is based on the prevailing market yields of Government Securities as at the balance sheet date for the estimated terms of the obligations.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 33. LEAVE ENCASHMENT (UNFUNDED)

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the unfunded status and amounts recognized in the balance sheet for the respective plans.

#### a. Statement of Profit and Loss

##### Net employee benefit expense recognized in the employee cost

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Current service cost	7.62	9.52
Interest on Obligation	0.90	-
Expected Return on Plan Assets	-	-
Past Service Cost	-	-
Net Actuarial Losses/(Gains) Recognised during the period	2.90	-
Gain)/Loss due to Settlements/Curtailments/Terminations/Divestitures	-	-
Unrecognised Asset due to Limit in Para 58(B)	-	-
<b>Net benefit expense</b>	<b>11.43</b>	<b>9.52</b>

#### b. Balance Sheet

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability	17.96	9.52

#### c. Reconciliation of Net Liability

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Present Value of defined benefit obligation (i)	17.96	9.52
Fair Value of Plan Assets	-	-
<b>Net Benefit Liability</b>	<b>17.96</b>	<b>9.52</b>

#### c (i) . Reconciliation of defined benefit obligation

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	9.52	-
Transfer in / (out) obligation	-	-
Current Service Cost	7.62	9.52
Interest on Obligation	0.90	-
Net Actuarial Loss / (Gain)	2.90	-
Benefits Paid	(3.00)	-
<b>Present Value of Defined Benefit Obligation</b>	<b>17.96</b>	<b>9.52</b>

#### d. Bifurcation of Current - Non Current Liability

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Current Liability	2.22	1.30
Non Current Liability	15.74	8.23
<b>Total</b>	<b>17.95</b>	<b>9.52</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### e. Principal Assumptions for determining Leave Encashment

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.68%	7.09%
Salary Growth Rate	5.00%	5.00%
<b>Withdrawal Rates</b>		
For service 4 years and below	15.00%	
For service 5 years and above	5.00%	
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Ultimate)	IALM (2012-14) Ultimate
Leave Availment Rate	1.00%	1.00%
Retirement Age	60 years	60 years

### 34. FOREIGN CURRENCY TRANSACTIONS

#### a) Earnings in Foreign Currency

There were no foreign currency earnings during the year (P.Y. Nil)

#### b) CIF Value of Imports

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Import of goods	-	123.93
<b>Total</b>	<b>-</b>	<b>123.93</b>

### 35. SEGMENT REPORTING

The Group is operating in the single segment and hence provision relating to the Segment Reporting as per AS-17 "Segment Reporting" is not applicable.

### 36. DISCLOSURE RELATING TO ENTITIES CONSIDERED IN THE CONSOLIDATION FINANCIAL STATEMENTS :

#### Subsidiaries Considered for Consolidation:

Name of Subsidiaries	Country of Incorporation	Proportion of ownership interest	
		March 31, 2025	March 31, 2024
Solapur Bioenergy Systems Private Limited	India	100%	100%
Organic Waste India Private Limited	India	100%	100%
Pune Urban Recyclers Private Limited	India	100%	100%
Meerut Bioenergy Systems Private Limited	India	100%	100%

#### Associates Considered for Consolidation:

Name of Associates	Country of Incorporation	Proportion of ownership interest	
		March 31, 2025	March 31, 2024
Blue Planet Palakkad Waste Solutions Private Limited	India	26%	26%
Blue Planet Kannur Waste Solutions Private Limited	India	26%	26%

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

Additional information as required by para 2 of the General Instructions for preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity in the Group	Net Assets i.e Total Assest minus Total Liabilities		Share of Profit / (Loss)	
	As % of consolidated net assets	₹ in Lakhs	As % of consolidated Profit/Loss	₹ in Lakhs
<b>Parent Company</b>				
<b>Organic Recycling Systems Limited</b>				
Balance as at March 31, 2025	150.16%	20,326.30	21.74%	341.77
Balance as at March 31, 2024	198.33%	16,176.17	40.49%	314.56
<b>Subsidiaries (Indian)</b>				
<b>Solapur Bioenergy Systems Private Limited</b>				
Balance as at March 31, 2025	-41.70%	(5,645.09)	79.50%	1,249.68
Balance as at March 31, 2024	-84.54%	(6,894.76)	60.38%	469.09
<b>Organic Waste India Private Limited</b>				
Balance as at March 31, 2025	-6.34%	(857.64)	0.21%	3.23
Balance as at March 31, 2024	-10.55%	(860.86)	-0.09%	(0.71)
<b>Pune Urban Recyclers Private Limited</b>				
Balance as at March 31, 2025	-1.80%	(244.25)	-0.51%	(8.03)
Balance as at March 31, 2024	-2.90%	(236.22)	-0.09%	(0.67)
<b>Meerut Bioenergy Systems Private Limited</b>				
Balance as at March 31, 2025	-0.31%	(42.51)	-0.94%	(14.78)
Balance as at March 31, 2024	-0.34%	(27.72)	-0.69%	(5.37)
<b>Associates (Indian)</b>				
<b>Blue Planet Palakkad Waste Solutions Private Limited</b>				
Balance as at March 31, 2025	0.00%	(0.26)	0.00%	-
Balance as at March 31, 2024	0.00%	(0.26)	0.00%	-
<b>Blue Planet Kannur Waste Solutions Private Limited</b>				
Balance as at March 31, 2025	0.00%	(0.26)	0.00%	-
Balance as at March 31, 2024	0.00%	(0.26)	0.00%	-
<b>Balance as at March 31, 2025</b>	<b>100.00%</b>	<b>13,536.29</b>	<b>100.00%</b>	<b>1,571.86</b>
<b>Balance as at March 31, 2024</b>	<b>100.00%</b>	<b>8,156.09</b>	<b>100.00%</b>	<b>776.90</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### Information on Subsidiary Companies

(Pursuant to first proviso to Sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014) in Form AOC-1

(₹ in Lakhs)

Name of Subsidiary	Solapur Bioenergy Systems Private Limited	Organic Waste India Private Limited	Pune Urban Recyclers Private Limited	Meerut Bioenergy Systems Private Limited
a) Date of acquisition / incorporation of subsidiary	December 15, 2008	December 15, 2008	December 20, 2014	August 21, 2017
b) Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA
c) Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA
d) Share capital	1,733.00	17.84	1.00	1.00
e) Reserves & surplus	773.41	425.55	(244.25)	(42.51)
f) Total assets	11,036.20	453.26	0.25	14.86
g) Total Liabilities	8,529.79	9.87	243.50	56.37
h) Investments	-	-	-	-
i) Turnover	1,862.15	-	-	-
j) Profit/(Loss) Before Taxation	1,251.18	3.23	(8.03)	(14.78)
k) Provision For Tax (Including Deferred Tax)	-	-	-	-
l) Profit/(Loss) After Taxation	1,251.18	3.23	(8.03)	(14.78)
m) Proposed Dividend	-	-	-	-
n) % of Shareholding	100.00%	100.00%	100.00%	100.00%

#### Notes:

Meerut Bio-energy Systems Private Limited, Organic Waste (India) Private Limited and Pune Urban Recyclers Private Limited have not commenced its operations.

The Company has not liquidated or sold any subsidiary, during the year under review.

### Information on Associates

(Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies)

Name of Associate	Blue Planet Palakkad Waste Solutions Private Limited	Blue Planet Kannur Waste Solutions Private Limited
i) Latest audited Balance Sheet Date	March 31, 2025	March 31, 2025
ii) Date of association / acquisition of Associate	February 17, 2020	February 17, 2020
ii) Share of Associate held by Company at the year end		
a) Number	2,600	2,600
b) Amount of Investment in Associate	26,000	26,000
c) Extent of Holding %	26%	26%
iii) Description of how there is significant influence	Associate	Associate
iv) Reason why Associate is not consolidated	refer note 3(c)	refer note 3(c)
v) Networth attributable to Shareholding as per latest audited Balance Sheet	496.73	(1.02)
vi) Profit / (Loss) for the year		
a) Considered in Consolidation	-	-
b) Not Considered in Consolidation*	(1.15)	(0.32)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

The Company does not have any Joint Venture Company as on March 31, 2025.

### Notes:

Blue Planet Palakkad Waste Solutions Private Limited and Blue Planet Kannur Waste Solutions Private Limited have not commenced its operations.

The Company has not liquidated or sold any Associates and/or Joint Venture, during the year under review.

\*The amount has not been considered in consolidation since the loss exceeds the amount invested in the associates.

### 37. AUDIT TRAIL

The Group has maintained its books of account using an accounting software that possesses an audit trail (edit log) feature, as mandated under Rule 3(1) of the Companies (Accounts) Rules, 2014. The said feature was enabled and operated throughout the financial year for all relevant transactions recorded in the system.

During the course of our audit, we did not come across any instance where the audit trail feature was disabled or tampered with. Further, the Group has ensured that the audit trail records have been preserved in accordance with the applicable statutory requirements relating to record retention.

### 38. OTHER DISCLOSURES

- (a) The Group does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- (b) The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (c) The Group does not have any charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (d) The Group do not have any transactions with Crypto Currency or Virtual Currency where the Company has traded or invested in Crypto Currency or Virtual Currency during the year.
- (e) The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (f) The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (g) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
- (h) During the year, the Group is not declared a wilful defaulter by any bank or financial Institution or other lender.
- (i) If there is any item which is not applicable to the company in respect of certain specific requirements inserted by Amendment to Schedule-III -Division-I, no specific mention is made in the consolidated financial statements.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

### 39. WRITE BACK OF LIABILITIES

The group has written back following balances because they are outstanding since long period and not payable :

Particular	(₹ in Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade Payables	16.17	1.41
<b>Total</b>	<b>16.17</b>	<b>1.41</b>

### 40. SUNDRY BALANCE AND BAD DEBTS WRITTEN OFF

The group has written off following balances because they are outstanding since long period and not recoverable :

Particular	(₹ in Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Advance to vendors and others	0.02	22.13
Trade Receivables	1.23	3.26
Security Deposits	-	0.29
TDS Receivable	-	-
Others	-	0.28
<b>Total</b>	<b>1.26</b>	<b>25.96</b>

### 41. DISCLOSURE IN ACCORDANCE IN ACCOUNTING STANDARD- 7 (REVISED)

Particulars	(₹ in Lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract revenue recognised in an accounting period	868.20	453.62
Aggregate amount of cost incurred till date	785.14	439.99
Aggregate amount of net profit recognised till date	429.21	81.16
Advance received from customer	-	-
Amount of retentions	-	-

### 42. KEY PERFORMANCE INDICATORS

Particulars	Basis	As at March 31, 2025	As at March 31, 2024
Revenue from operations (₹ in Lakhs)		4,377.29	2,748.73
EBIDTA (₹ in Lakhs)		2,062.10	1,063.52
a) EBITDA Margin (%)	<u>Earnings Before Interest, Taxes, Depreciation, and Amortization</u> Revenue from operations	47.11%	38.69%
PAT		1,571.86	776.90
b) PAT Margin (%)	<u>Profit After Tax</u> Revenue from operations	35.91%	28.26%
c) RoE (%)	<u>Net Profit after Tax - Preference Dividend</u> Average Shareholder's Equity	14.49%	14.51%
d) RoCE (%)	<u>Earnings Before Interest, Taxes, Depreciation, and Amortization</u> Capital employed	12.74%	10.13%

Notes:

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025

- 1) "EBITDA" and "EBITDA margin" are Non-GAAP financial measures. EBITDA refers to our restated profit for the year/period, as adjusted to exclude (i) depreciation and amortization expenses, (ii) finance costs and (iii) total tax expenses. EBITDA Margin refers to the percentage margin derived by dividing EBITDA by revenue from operations.
- 2) "RoE" means return on equity, which represents Profit after tax during the relevant year / period divided by Average Equity. Average equity is calculated as average of opening and closing balance of total equity for the year / period.
- 3) "RoCE" means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year/period as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, total borrowings, total lease liabilities and deferred tax liabilities (net) less deferred tax assets (net) as of the end of the relevant year/period.

### 43. LEASE

- i. The Group has taken premises on non-cancellable Operating Lease. The total future minimum lease payable under this non-cancellable operating lease are as under:

Particulars	₹ in Lakhs	
	As at March 31, 2025	As at March 31, 2024
Not later than one year	63.49	42.93
Later than one year & not later than five years	105.25	103.66
Later than five years	-	-

The Company has recognised lease rental expenses of ₹62.61 Lakhs (P.Y. ₹32.31 Lakhs) in the Statement of Profit and Loss.

44. In the opinion of the Board, the provision for all the known liabilities is adequate and not in excess of the amount reasonably necessary.
45. In the opinion of the Board, all assets other than property, plant and equipment and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

### 46. PREVIOUS YEAR FIGURE

Previous year's figures have been regrouped where necessary to confirm to current year's classification.

As per our report of even date.

**For Jayesh Sanghrajka & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No: 104184W/W100075

**Pritesh Bhagat**  
Designated Partner  
Membership No.: 144424

Place: Navi Mumbai  
Date: May 15, 2025

For and on behalf of the Board of Directors  
**Organic Recycling Systems Limited**

**Sarang Bhand**  
Managing Director  
DIN : 01633419

**Jigar Gudka**  
Chief Financial Officer

Place: Navi Mumbai  
Date: May 15, 2025

**Yashas Bhand**  
Whole-time Director and CEO  
DIN : 07118419

**Seema Gawas**  
Company Secretary

Place: Navi Mumbai  
Date: May 15, 2025

# Notice

## NOTICE

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of **Organic Recycling Systems Limited** (the “**Company**”) will be held on Thursday, September 11, 2025, at 11:30 p.m. through Video Conferencing / Other Audio-Visual Means (“**VC/OVAM**”) to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mrs. Janaki Bhand (DIN: 07118415), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Janaki Bhand (DIN:07118415), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS:

3. To approve appointment of Statutory Auditor to fill casual vacancy and in this regard to consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the appointment of M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W), as Statutory Auditors of the Company to hold the office till

this 17<sup>th</sup> Annual General Meeting, to fill the casual vacancy caused by the resignation of M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountant, Statutory Auditors, be and is hereby approved, at such remuneration, as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

4. To appoint M/s Vora & Associates, Chartered Accountants as the Statutory Auditor and in this regard to consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W), be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five consecutive years from the conclusion of the 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company, to examine and audit the accounts of the Company at remuneration as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

5. To re-appoint Mr. Sarang Bhand, as a Managing Director and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Sarang Bhand (DIN: 01633419) who was appointed as a Managing Director at the Extra-Ordinary General Meeting held on October 01, 2022 and whose term of office will expire at September 30, 2025 and who

is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Managing Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from October 01, 2025 to September 30, 2028, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. October 1, 2025:

I	Remuneration:
a	Monthly Fixed Salary in the scale of ₹3,50,000/- to ₹5,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
b	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
c	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
d	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.  Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.
e	Company's contribution towards Provident Fund as per the rules of the Company.
f	Gratuity: As per rules of the Company.
g	Earned Leave: As per rules of the Company.
h	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
IV	In the event of inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
V	The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VI	The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VII	During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.

VIII	The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX	The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.
X	The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
XI	The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII	Mr. Sarang Bhand satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sarang Bhand under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board (including its committee thereof), be and is hereby authorised to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution. "

6. To re-appoint Mr. Yashas Bhand, as a Whole-time Director and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary resolution**:

**"RESOLVED THAT** pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, Mr. Yashas Bhand (DIN: 07118419) who was appointed as a Whole-time Director at the Extra-Ordinary General Meeting held on October 01, 2022 and whose term of office will expire at September 30, 2025 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-time Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from October 01, 2025 to September 30, 2028, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. October 1, 2025:

I	Remuneration:
a	Monthly Fixed Salary in the scale of ₹2,00,000/- to ₹4,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
b	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
c	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
d	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.
	Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.

e	Company's contribution towards Provident Fund as per the rules of the Company.
f	Gratuity: As per rules of the Company.
g	Earned Leave: As per rules of the Company.
h	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II	The Company shall reimburse to the Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III	The Whole-time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
IV	In the event of inadequacy of net profits in any financial year, the remuneration payable to the Whole-time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
V	The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VI	The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VII	During the tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
VIII	The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX	The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole-time Director will be under the overall authority of the Board of Directors.
X	The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
XI	The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII	Mr. Yashas Bhand satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Yashas Bhand under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board (including its committee thereof), be and is hereby authorised to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds, matters and things

as may be considered necessary, desirable, or expedient to give effect to this resolution."

7. To re-appoint Mr. Rakesh Mehra (DIN: 00035812), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution **as a special resolution:**



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation / approval of the Nomination and Remuneration Committee and Board, Mr. Rakesh Mehra (DIN: 00035812), who was appointed as an Independent Director of the Company, at the Extra-Ordinary General Meeting held on October 04, 2022 and whose term of office will expire at October 03, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive);

**RESOLVED FURTHER THAT** the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

8. To re-appoint Mr. Amit Karia (DIN: 06846654), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution **as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation / approval of the Nomination and Remuneration Committee and Board, Mr. Amit Karia (DIN: 06846654), who was appointed as an Independent Director of the Company, at the Extra-Ordinary General Meeting held on October 04, 2022 and whose term of office will expire at October 03, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive);

**RESOLVED FURTHER THAT** the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By Order of the Board of Directors  
**For Organic Recycling Systems Limited**

sd-  
**Seema Gawas**  
Company Secretary & Compliance Officer

Place: Mumbai  
Date: 14-08-2025

**Registered office:**  
**Organic Recycling Systems Limited**  
1003, 10th Floor, The Affaires, Plot No 9,  
Sector No 17, Sanpada, Navi Mumbai, Thane – 400705  
Tel.: 022 41702222 Website: <https://organicrecycling.co.in/>  
Email: [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in).

**Notes :**

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.

In terms of the provisions of Section 152 of the Act, Mrs. Janaki Sarang Bhand (DIN:07118415), Director of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her respective re-appointment.

4. Mrs. Janaki Sarang Bhand, Director of the Company and her relatives, are interested in the Ordinary Resolution set out at Item Nos. 2, of this Notice with regard to her re-appointment, to the extent of their shareholding, if any,

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

5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the 'Annexures' to the Notice.

**Dispatch of Annual Report through Electronic Mode:**

6. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report for the financial year 2024-25 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website [www.organicrecycling.co.in](http://www.organicrecycling.co.in) and on the websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL, agency for providing the Remote e-voting facility at <https://www.evoting.nsdl.com/>.

7. (a) Members holding shares in physical mode, who have not registered / updated their e- mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company [www.organicrecycling.co.in](http://www.organicrecycling.co.in)) duly filled and signed along with requisite supporting documents to Maashitla Securities Pvt Limited at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi – 110 034.
- (b) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.

(c) Further, in terms of MCA Circulars, the Company has made arrangements with Maashitla for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given under remote E-voting & Joining General Meeting instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.

8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by National Securities Depository Limited (NSDL). The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.

As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

10. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("**Insta Poll**") during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.

12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system ("**Insta Poll**") during the meeting while participating through VC/OAVM facility.

13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("**Insta Poll**") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system ("**Insta Poll**") at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

14. Voting rights of the members (for voting through remote e-voting or e-voting system ("**Insta Poll**") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 4, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("**Insta Poll**") at the AGM.

15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in) with a copy to [evoting@nsdl.com](mailto:evoting@nsdl.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other relevant documents shall be made available only in electronic form for inspection during the AGM.
18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in)
19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
20. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:
- ➔ For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Maashitla to provide efficient and better service to the Members. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>
  - ➔ For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to Maashitla the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

The aforesaid forms can be downloaded from the Company's website at <https://organicrecycling.co.in/wp-content/uploads/2024/04/INFO-SHARES-IN-PHYSICAL-FORM.pdf>

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
- a. Change in their residential status on return to India for permanent settlement;
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
22. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal / exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Maashitla as per the requirement of the aforesaid circular.

The aforesaid form can be downloaded from the Company's website at <https://organicrecycling.co.in/wp-content/uploads/2024/04/Form-ISR-4-Request-for-issue-of-Duplicate-Certificate-and-other-Service-Requests.pdf>

All aforesaid documents/requests should be submitted to Maashitla, at the address mentioned below:

Mr. Mukul Agrawal  
Maashitla Securities Private Limited  
(Unit: Organic Recycling Systems Limited)  
451, Krishna Apra Business Square,  
Netaji Subhash Place, Pitampura,  
Delhi-110034

Cont. No.: 01145121795-96 (from 9:00 a.m. (IST) to 7:00 p.m. (IST) on all working days).

E-mail: [compliance@maashitla.com](mailto:compliance@maashitla.com),  
[mukul@maashitla.com](mailto:mukul@maashitla.com)

#### 23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Thursday, September 4, 2025 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4) (vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Sunday, September 7, 2025 and end of remote e-voting: Up to 5.00 p.m. (IST) on Wednesday, September 10, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Anish Gupta or falling him Mr. Manish Rajnarayan Gupta, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the "**Scrutinizer**" for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than two working Days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at <https://organicrecycling.co.in/> and on the website of NSDL - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2024-2025.

28. In case of any general queries or information regarding the Annual Report, the Members may write to [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in) to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at <https://organicrecycling.co.in/>.

30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, September 7, 2025 at 09:00 A.M. and ends on Wednesday September 10, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 4, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 4, 2025.

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





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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@vkmng.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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

1. In case shares are held in physical mode or shareholders who have not registered their e-mail addresses or a person has become a Member of the Company after dispatch of AGM Notice but on or

before the cut off date for E-voting, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@organicrecycling.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@organicrecycling.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

not be eligible to vote at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in). The same will be replied by the company suitably.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

#### **OTHER INSTRUCTIONS**

- I. **Speaker Registration :** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in). The members who have registered themselves as a speaker will only be allowed to express their views.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting may send their questions in advance at least 7 days before AGM mentioning their name, demat account/folio number, e-mail id, mobile no. at [cs@organicrecycling.co.in](mailto:cs@organicrecycling.co.in)
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Items No. 3 and 4

The members of the Company at its 13<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> November, 2021 had appointed M/s. Jayesh Sanghrajka & Co. LLP, (Firms Registration No. 104184W/W100075) Chartered Accountants, as the Statutory Auditor of the Company to hold office from the conclusion of 13<sup>th</sup> Annual General Meeting till the conclusion of 18<sup>th</sup> Annual General Meeting of the Company. M/s. Jayesh Sanghrajka & Co. LLP, vide their resignation letter dated 15<sup>th</sup> May, 2025 have resigned as the Statutory Auditor of the Company effective from 15<sup>th</sup> May, 2025 which resulted into casual vacancy in the office of Statutory Auditor as envisaged by section 139(8) of the Companies Act, 2013.

M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W) has consented to its appointment as Auditors and has confirmed that appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. Vora & Associates, Chartered has also provided confirmation that it has subjected itself to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the 'Peer Review Board' of the ICAI.

M/s Vora & Associates is presently led by 4 partners, provides professional services since nearly 45 years having rich experience, excellence of knowledge and professional expertise in the field of Accounts, Auditing, Taxation and Business laws including FEMA. Vora and Associates is a Peer Reviewed Firm by ICAI having Peer Review no - 018390 (upto 30.09.2027). The professional team of Vora and Associates has experience across various range of service domains including Audit and assurance, Bank Audit, Taxation, Business advisory and Governance, Secretarial, Outsource Accounting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc, as stated above and based on the recommendations of the audit committee, the Board of Directors of the Company, had considered and appointed M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W) as Statutory Auditor of the Company, to hold the office till ensuing 17<sup>th</sup> Annual General Meeting, to fill the casual vacancy caused by the resignation of M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountant, Statutory Auditors and further to hold office for a period

of five consecutive years from the conclusion of this 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company, at such remuneration as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

The proposed remuneration to be paid to Auditors for the financial year 2025-26 is ₹10.5 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company.

There is a change in audit fees payable to M/s. Vora & Associates from that paid to M/s. Jayesh Sanghrajka & Co. LLP. M/s. Jayesh Sanghrajka & Co. LLP conducting the audit of the Company from last 5 years, accordingly, considering the experience and industry rate an amount of 10 Lakhs for financial year 2024-25 was paid to them. M/s. Jayesh Sanghrajka & Co. LLP demanded for ₹16 lacs for the financial year 2025-26, which is not agreed by the Audit Committee and Board of Directors of the Company and decided to appoint new Statutory Auditor. M/s. Vora & Associates is a new Statutory Auditor for the Company, accordingly members of Audit Committee/ Board of Directors of the Company had negotiated with M/s. Vora & Associates in respect of Audit fees and decided to pay 10.50 lakhs/- (excluding applicable taxes and out-of-pocket expenses),

Accordingly, pursuant to provision of Section 139 of the Companies Act, 2013, Consent of the Members is sought for passing the Resolutions set forth in item no.3 & 4 in respect of appointment including remuneration of M/s. Vora & Associates, Chartered Accountants, as Statutory as stated above.

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

The Board recommends the resolutions set forth in item no.3 & 4, as ordinary resolutions for the approval of the Members.

**ITEM NO. 5:**

Mr. Sarang Bhand was appointed as Managing Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on October 1, 2022, for a period of three years with effect from October 01, 2022 and whose term of office will be expired at September 30, 2025.

Mr. Sarang Bhand has a total experience of 20 years. He brings on board his unique vision, management practices and global approach to the function, expansion, diversification and management of the organization with a Bachelor's degree in Marketing from Symbiosis University, Graduate Certificate of Management from Chifley Business School, SCPM - Stanford Certified Project Manager from Stanford Center for Professional Development. He has played vital role in securing technological collaborations, contracts/projects for the company. He has also been involved in project implementation, project planning, securing funding, stakeholder management, monitoring projects & securing compliances for ongoing projects.

Looking at the performance evaluation report of Mr. Sarang Bhand as a Managing Director and member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Sarang Bhand, as a Managing Director for a further period of 3(three) years effective from October

01, 2025 to September 30, 2028 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 5 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on 14<sup>th</sup> August, 2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Sarang Bhand for the office of Managing Director.

The Company has received from Mr. Sarang Bhand (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Managing Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Ordinary Resolution for appointment and payment of remuneration of Mr. Sarang Bhand, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder**

I General Information		
1	Nature of the Industry:	The Company is in the business of developing solutions focused on the Municipal Solid Waste (MSW) space. The Company involved in constructions, developments and Maintenance of Waste-to energy projects, particularly in the Municipal Solid Waste sector through various SPVs.
2	Date or expected date of commencement of commercial production -	The Company commenced its business operations since incorporation.
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.

4	Standalone Financial performance based on given Indicators		(Amount in Lakhs)																			
	Particular	31-03-2025 (Audited)	31-03-2024 (Audited)	31-03-2023 (Audited)																		
	Operational Income	2,522.65	1,812.84	1,304.94																		
	Total Income	2,760.94	1,841.87	1,363.91																		
	Depreciation	78.46	15.55	25.96																		
	Total Expenses	2,298.06	1,414.07	791.49																		
	Net Profit/Loss	341.77	314.56	472.12																		
	Equity Share Capital	865.93	769.93	519.91																		
	Net worth	191.39	161.76	110.23																		
5	Foreign Investment or collaboration, if any	The Company has not made any foreign investment and neither entered into any foreign collaboration.																				
II	Information about the appointee																					
1	Background Details	Please refer above paragraph.																				
2	Past Remuneration	<table><tr><th>Year</th><th>Remuneration</th></tr><tr><td>2017-18</td><td>₹55.99 Lakhs</td></tr><tr><td>2018-19</td><td>₹40.34 Lakhs</td></tr><tr><td>2019-20</td><td>₹49.90 Lakhs</td></tr><tr><td>2020-21</td><td>₹49.70 Lakhs</td></tr><tr><td>2021-22</td><td>₹50.33 Lakhs</td></tr><tr><td>2022-23</td><td>₹42.87 Lakhs</td></tr><tr><td>2023-24</td><td>₹42.00 Lakhs</td></tr><tr><td>2024-25</td><td>₹42.00 Lakhs</td></tr></table>	Year	Remuneration	2017-18	₹55.99 Lakhs	2018-19	₹40.34 Lakhs	2019-20	₹49.90 Lakhs	2020-21	₹49.70 Lakhs	2021-22	₹50.33 Lakhs	2022-23	₹42.87 Lakhs	2023-24	₹42.00 Lakhs	2024-25	₹42.00 Lakhs		
Year	Remuneration																					
2017-18	₹55.99 Lakhs																					
2018-19	₹40.34 Lakhs																					
2019-20	₹49.90 Lakhs																					
2020-21	₹49.70 Lakhs																					
2021-22	₹50.33 Lakhs																					
2022-23	₹42.87 Lakhs																					
2023-24	₹42.00 Lakhs																					
2024-25	₹42.00 Lakhs																					
3	Recognition or awards	-																				
4	Job Profile and his suitability	As Managing Director of the Company he is responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.																				
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 5 of the Notice																				
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Sarang Bhand is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.																				
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Sarang Bhand does not have any pecuniary relationship with the Company, except the shareholding in the Company. Mr. Sarang Bhand is related to Mr. Yashas Bhand and Mrs. Janaki Bhand Directors of the Company.																				



III	Other Information	
1	Reasons of loss or inadequate Profits	During the year, total income has increased to ₹2,760.94 lakhs as compared to ₹1,841.87 lakhs in FY 2024-25 and the net profit after tax has increased to ₹341.77 lakhs as compared to ₹314.56 lakhs in FY 2023-24. To achieve this increase in income, the company incurred additional operating expenses on rent, rates & taxes, traveling, etc. which impacted the operating margins of the company resulting in inadequate profits u/s 197 r.w Schedule V of the Companies Act, 2013.  It may be noted that on a consolidated basis, profit after tax is ₹1,571.86 lakhs.
2	Steps taken or proposed to be taken for improvement	The company is well-positioned to capitalize on the growing national focus on sustainable waste management and clean energy. The key growth drivers for the company includes scaling execution of containerised and mid-scale CBG plants under private and PPP formats, expansion into bio-medical waste, unlocking the growth opportunities in R&D pipeline by monetizing innovation through technology licensing and long term growth potential in our Sanjeevak carbonisation System.  The company has the requisite manpower and capabilities to achieve these growth objectives which will add substantially to our revenue and profits.
3	Expected Increase in productivity and profits in measurable terms.	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.
IV	Disclosures:	
	Disclosures as stated below required to be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) details of fixed components and performance linked incentives along with the performance criteria; (iii) service contracts, notice periods, severance fees; and (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable, as the reporting of 'Corporate Governance' in Board of Directors report is not applicable to the Company,

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of an ordinary resolution as set out in Item No.5 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Sarang Bhand at this AGM is annexed in "Annexure B" to this Notice.

The copy of terms and conditions of appointment is available for inspection. Please refer to note no. 18 given in the Notice on inspection of documents.

Save and except Mr. Sarang Bhand, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key

managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No.5 of the Notice.

The Board recommends the resolution set forth in item no.5, as an Ordinary resolution for the approval of the Members.

#### ITEM NO. 6:

Mr. Yashas Bhand was appointed as Whole-time Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on October 1, 2022, for a period of three years with effect from October 01, 2022 and whose term of office will expired at September 30, 2025.

Mr. Yashas Bhand, Whole-time Director & CEO, is a seasoned professional who has been pivotal in leading the company's in-house R&D activities. Since 2016, he has spearheaded the Technology Development and Operations departments, driving innovation in decentralized biogas

technology. Mr. Yashas Bhand also oversees the engineering and business development functions, ensuring the alignment of technical aspects across the company. Additionally, he is



instrumental in developing training modules and conducting workshops for stakeholders in the waste management sector.

Looking at the performance evaluation report of Mr. Yashas Bhand as a Whole-time Director and member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Yashas Bhand, as a Whole-time Director for a further period of 3 (three) years effective from October 01, 2025 to September 30, 2028 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 6 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on 14<sup>th</sup> August, 2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Yashas Bhand for the office of Managing Director.

The Company has received from Mr. Yashas Bhand (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Whole-time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Ordinary Resolution for appointment and payment of remuneration of Mr. Yashas Bhand, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

**Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder**

I	General Information				
	1	Nature of the Industry:		The Company is in the business of developing solutions focused on the Municipal Solid Waste (MSW) space. The Company involved in constructions, developments and Maintenance of Waste-to energy projects, particularly in the Municipal Solid Waste sector through various SPVs.	
	2	Date or expected date of commencement of commercial production -		The Company commenced its business operations since incorporation	
	3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		Not applicable.	
	4	Standalone Financial performance based on given Indicators		(Amount in Lakhs)	
		Particular	31-03-2025 (Audited)	31-03-2024 (Audited)	31-03-2023 (Audited)
		Operational Income	2,522.65	1,812.84	1,304.94
		Total Income	2,760.94	1,841.87	1,363.91
		Depreciation	78.46	15.55	25.96
		Total Expenses	2,298.06	1,414.07	791.49
		Net Profit/Loss	341.77	314.56	472.12
		Equity Share Capital	865.93	769.93	519.91
		Net worth	191.39	161.76	110.23
	5	Foreign Investment or collaboration, if any	The Company has not made any foreign investment and neither entered into any foreign collaboration.		
II	Information about the appointee				
	1	Background Details	Please refer above paragraph.		

2	Past Remuneration	<b>Year</b>	<b>Remuneration</b>
		2020-21	₹5.00 Lakhs
		2021-22	₹12.00 Lakhs
		2022-23	₹18.00 Lakhs
		2023-24	₹24.00 Lakhs
		2024-25	₹24.00 Lakhs
3	Recognition or awards	-	
4	Job Profile and his suitability	As a seasoned professional he has been instrumental in carrying various in-house R&D activities. He drives a team for developing training modules, and implementing workshops for officials, consultants and other stakeholders in the waste management sector Since 2016, he has been also heading new Technology development team and Operation department of the Company. He played a key role in the development of the decentralization of the bio-gas technology.	
5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 6 of the Notice	
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mr. Yashas Bhand is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Yashas Bhand does not have any pecuniary relationship with the Company. Mr. Yashas Bhand is related to Mr. Sarang Bhand and Mrs. Janaki Bhand Directors of the Company.	
III	Other Information		
1	Reasons of loss or inadequate Profits	During the year, total income has increased to ₹2,760.94 lakhs as compared to ₹1,841.87 lakhs in FY 2024-25 and the net profit after tax has increased to ₹341.77 lakhs as compared to ₹314.56 lakhs in FY 2023-24. To achieve this increase in income, the company incurred additional operating expenses on rent, rates & taxes, traveling, etc. which impacted the operating margins of the company resulting in inadequate profits u/s 197 r.w Schedule V of the Companies Act, 2013.  It may be noted that on a consolidated basis, profit after tax is ₹1,571.86 lakhs.	
2	Steps taken or proposed to be taken for improvement	The company is well-positioned to capitalize on the growing national focus on sustainable waste management and clean energy. The key growth drivers for the company includes scaling execution of containerised and mid-scale CBG plants under private and PPP formats, expansion into bio-medical waste, unlocking the growth opportunities in R&D pipeline by monetizing innovation through technology licensing and long term growth potential in our Sanjeevak carbonisation System.  The company has the requisite manpower and capabilities to achieve these growth objectives which will add substantially to our revenue and profits.	
3	Expected Increase in productivity and profits in measurable terms.	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.	
IV	Disclosures:		
	The disclosures is being mentioned in the Board of Director's report under the heading 'Corporate Governance' if any:	Not Applicable, as the reporting of 'Corporate Governance' in Board of Directors report is not applicable to the Company,	

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of an ordinary resolution as set out in Item No.6 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Yashas Bhand at this AGM is annexed in "Annexure C" to this Notice.

The copy of terms and conditions of appointment is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Save and except Mr. Yashas Bhand, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No.6 of the Notice.

The Board recommends the resolution set forth in item no.6, as an ordinary resolution for the approval of the Members.

#### **ITEM NO. 7 & 8:**

Mr. Rakesh Mehra (DIN: 00035812) and Mr. Amit Karia (DIN: 06846654) were appointed as an Independent Directors of the Company at the Extra-Ordinary General Meeting held on October 04, 2022, for a period of 3 (Three) consecutive years commencing from October 4, 2022 and whose term of office will be expired at October 3, 2025 and who are eligible for re-appointment for the second term of five consecutive years.

#### **Profile of Mr. Rakesh Mehra**

Mr. Rakesh Mehra is Graduate and Associate Member of the Indian Institute of Bankers and Fellow Member of Institute of Cost and Management Accountants of India. He has been associated with Madhya Pradesh State Industrial Development Corporation Ltd. (MPSIDC) in various senior positions and was head of the "Project Finance Division" and financial resource planning. During his tenure with MPSIDC, he has handled Project Feasibility/Project Finance of various

Industrial Projects coming up in Madhya Pradesh. He was in key managerial position in MPSIDC from 1977 to 1986. Subsequently, he started his own Project Management and Technical Services company viz. Econotech Services Pvt. Limited conducting various categories of project feasibility, industrial feasibility, Corporate Advisory Services, Investment Banking Services, Resources Planning etc. in India and Abroad. Econotech is also registered with Reserve Bank of India as a Non Banking Finance Company (NBFC) since 2003 in the category of investment and loan and non public deposit. He is a whole time director in Econotech from 1986 till date. He has vast experience in Finance and Investment activities including takeover, merger, investment planning etc. He is a Member of Bhopal Management Association and has also been awarded "President's Award" in Scouting in his school days.

#### **Profile of Mr. Amit Karia**

Mr. Amit Karia is a member of the Institute of Company Secretaries of India (ICSI), New Delhi, Institute of Cost and Management Accountants of India (ICAI – Cost), Kolkata, Qualified Masters in Laws (LLM), a merit holder and university topper for two out of three years in LLB examination. He is a Author of several books on law with the first book being published by Bharat Law House, New Delhi. Registered Insolvency Professional (IP) enrolled with the Indian Institute of Insolvency Professionals of ICAI (IIIPICAI) and registered with Insolvency and Bankruptcy Board of India (IBBI), and has resolved several matters including some high profile & socially sensitive matters. Overall experience in legal and compliance areas of more than 13 years. He served as an executive director on the board of directors of an Indian company for more than 6 year. Currently serving as non-executive director of three Indian companies. Has also been an education mentor for professional courses like CA (Final).

Mr. Rakesh Mehra and Mr. Amit Karia have given their consent to act as a Director and declaration to the Board, inter alia, that (i) they meets the criteria of independence as provided under Section 149(6) read with Schedule IV of the Act and the Listing Regulations and other declarations as required under Listing Regulations (ii) are not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act (iv) are in compliance with Rules 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 in respect of their registration with the data bank of Independent Directors and online proficiency self-assessment test, as applicable.

Looking at the expertise / experience and performance evaluation report of Mr. Rakesh Mehra and Mr. Amit Karia, as a member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering that the continued association of Mr. Rakesh Mehra and Mr. Amit Karia would be beneficial to the Company, the Board of Directors of the Company ('the Board') at their meeting held on August 14, 2025 based on the recommendation of the Nomination & Remuneration Committee, had approved the re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia, Independent Directors of the Company for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive), subject to approval of shareholders at ensuing AGM of the Company. They shall be paid remuneration by way of fee for attending meetings of the Board and reimbursement of expenses for participating in the Board meetings.

The Company has also received notices under Section 160 of the Act from Members proposing the candidature of Mr. Rakesh Mehra and Mr. Amit Karia for the office of Director of the Company.

In the opinion of the Board, Mr. Rakesh Mehra and Mr. Amit Karia are people of integrity, possesses relevant expertise / experience (including the proficiency, as applicable) and possess professional background, appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and fulfils the conditions for appointment as Independent Director as specified in the Act and rules made thereunder and the Listing Regulations and are independent of the management.

In view of this, re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia as Independent Directors is in the interest of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia as Independent Directors requires approval of Members of the Company by way of Special Resolution.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to aforesaid re-appointment are annexed in "Annexure D & E" to this Notice.

Letter of appointment setting out the terms and conditions of their appointment are available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Mr. Rakesh Mehra (DIN: 00035812) and Mr. Amit Karia (DIN: 06846654) being appointees, and their relatives are interested in the resolutions set forth in item no.7 and 8, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set forth in item no.7 & 8.

The Board recommends the resolutions set forth in item no. 7 & 8, as special resolutions for the approval of the Members.

### Annexure to the Notice

#### **Details of the Directors retiring by rotation / seeking re-appointment at the 17<sup>th</sup> Annual General Meeting [Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]**

#### **ANNEXURE A**

Name of the Director	Mrs. Janaki Bhand
DIN	07118415
Date of Birth	06/12/1985
Age	40 Years
Date of First Appointment on the Board	1 <sup>st</sup> September, 2022
Qualification	BA Psychology, MA in Clinical Psychology, PG Diploma in Guidance and Counseling
Brief Resume, Experience and Expertise in Functional Area	<p>Mrs. Janaki Bhand is the Woman Director of our Company. She is a practicing psychologist for more than 10 years. She is a Gold medalist in BA Psychology from IEHE, Bhopal. She has done her MA in Clinical Psychology from MSU Baroda and PG Diploma in Guidance and Counseling from Fergusson Collage, Pune. She is also a REBT practitioner and has earned her Certificate from Albert Ellis Institute, India. She has previously been associated with the Inclusive Education Cell at the Podar Education Network as a Counselor and with eClerx India as consultant corporate Psychologist. She is also on the panel of online Counselors with Don Bosco's Prafula (Andheri), and a guest Faculty at the National Institute of Fashion Technology, Kharghar.</p> <p>Mrs. Bhand has her own counseling &amp; training venture under the brand name "Soch". Soch is engaged in imparting soft skills training, educational guidance, counseling and consultation services with a mission to promote holistic development of individuals.</p>
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mrs. Janaki Bhand, who retires by rotation at ensuing Annual General Meeting and being eligible, offers herself for re-appointment.
Number of Meetings of the Board attended during the year	1 (One)
Remuneration last drawn	Sitting fees of an amount of ₹10,000/-
Remuneration sought to be paid	Sitting fees of an amount of ₹10,000/- per Board meeting
List of Listed Companies and/or Bodies Corporate in which Directorships Held	<p>Mrs. Janaki Sarang Bhand does not hold any directorship in the Listed Company. Details of other companies and body corporates are as under:</p> <ol style="list-style-type: none"> <li>1. Five Elements Environment Ventures Private Limited</li> <li>2. Five Elements Research Foundation</li> </ol>
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mrs. Janaki Sarang Bhand with Mr. Sarang Bhand and Mr. Yashas Bhand.
Listed entities from which the Director has resigned in the past three years	NIL

## ANNEXURE B

Name of the Director	Mr. Sarang Bhand
DIN	01633419
Date of Birth	26-08-1982
Age	43 Years
Date of First Appointment on the Board	29 <sup>th</sup> August, 2008 (Since Incorporation)
Qualification	Graduate in commerce from Symbiosis College of Arts & Commerce, Pune University with specialisation in Marketing and Post Graduate in Management from Chifley Business School, Australia.
Brief Resume, Experience and Expertise in Functional Area	<p>He is involved in ORSL since its inception and was instrumental in incorporating ORSL, to promote MSW to Energy projects in India. He is responsible for developing strategies for acquiring &amp; developing new projects for ORSL. He has steered the project development stage for Solapur Project has successfully managed to secure various other projects for the company. He has been involved in steering the overall strategy of the company to expand its footprints across the bio-economy spectrum.</p> <p>As a part of Management, he is responsible for overall Strategy, Business Development &amp; Project Management activities. He is responsible for identifying new business proposals enabling value creation for stakeholders and developing alliances with technology providers &amp; strategic project partners. He is responsible for monitoring project execution &amp; monitoring project compliance requirements.</p> <p>He is an ardent supporter of effective project management practice in business and believes in continuous improvements in business processes for strategic leverages</p>
Terms and Conditions of Re-appointment	As stated in resolution no.5 of this Notice and explanatory statement related thereto
Number of Meetings of the Board attended during the year	4 (Four)
Remuneration last drawn	₹42 lacs for FY 2024-2025
Remuneration sought to be paid	For remuneration please refer resolution set forth in Item No. 5 of the Notice
List of Listed Companies and/or Bodies Corporate in which Directorships Held	<p>Mr. Sarang Bhand does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under:</p> <ol style="list-style-type: none"> <li>1. Solapur Bioenergy Systems Private Limited</li> <li>2. Organic Waste (India) Private Limited</li> <li>3. Pune Urban Recyclers Private Limited</li> <li>4. Meerut Bio-Energy Systems Private Limited</li> </ol>
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Mr. Sarang Bhand holds 15,67,006 shares comprising 18.10% of the shareholding in the Company.
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mr. Sarang Bhand with Mrs. Janaki Sarang Bhand and Mr. Yashas Bhand.
Listed entities from which the Director has resigned in the past three years	NIL

### ANNEXURE C

Name of the Director	Mr. Yashas Bhand
DIN	07118419
Date of Birth	19-03-1990
Age	36 Years
Date of First Appointment on the Board	20 <sup>th</sup> October, 2020
Qualification	M.Tech in (Biotechnology) with Post graduate diploma in Business law and entrepreneurship. Solid Waste Management Planning Certification from UNESCOs
Brief Resume, Experience and Expertise in Functional Area	As a seasoned professional he has been instrumental in carrying various in-house R&D activities. He drives a team for developing training modules, and implementing workshops for officials, consultants and other stakeholders in the waste management sector Since 2016, he has been also heading new Technology development team and Operation department of the Company. He played a key role in the development of the decentralization of the bio-gas technology.
Terms and Conditions of Re-appointment	As stated in resolution no.6 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	4(Four)
Remuneration last drawn	₹24 lacs for FY 2024-2025
Remuneration sought to be paid	For remuneration please refer resolution set forth in Item No. 6 of the Notice
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Yashas Bhand does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under:  1. Solapur Bioenergy Systems Private Limited  2. Organic Waste (India) Private Limited  3. Pune Urban Recyclers Private Limited  4. Meerut Bio-Energy Systems Private Limited  5. Five Elements Environment Ventures Private Limited  6. Five Elements Research Foundation
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mr. Yashas Bhand with Mr. Sarang Bhand and Mrs. Janaki Sarang Bhand.
Listed entities from which the Director has resigned in the past three years	NIL



## ANNEXURE D

Name of the Director	Mr. Rakesh Mehra
DIN	00035812
Date of Birth	03-03-1952
Age	73 Years
Date of First Appointment on the Board	4 <sup>th</sup> October 2022
Qualification	Graduate and Associate Member of the Indian Institute of Bankers and Fellow Member of Institute of Cost and Management Accountants of India.
Brief Resume, Experience and Expertise in Functional Area	He has been associated with Madhya Pradesh State Industrial Development Corporation Ltd. (MPSIDC) in various senior positions and was head of the "Project Finance Division" and financial resource planning. During his tenure with MPSIDC, he has handled Project Feasibility/Project Finance of various Industrial Projects coming up in Madhya Pradesh. He was in key managerial position in MPSIDC from 1977 to 1986. Subsequently, he started his own Project Management and Technical Services company viz. Econotech Services Pvt. Limited conducting various categories of project feasibility, industrial feasibility, Corporate Advisory Services, Investment Banking Services, Resources Planning etc. in India and Abroad. Econotech is also registered with Reserve Bank of India as a Non Banking Finance Company (NBFC) since 2003 in the category of investment and loan and non public deposit. He is a whole time director in Econotech from 1986 till date. He has vast experience in Finance and Investment activities including takeover, merger, investment planning etc. He is a Member of Bhopal Management Association and has also been awarded "President's Award" in Scouting in his school days.
Terms and Conditions of Re-appointment	As stated in resolution no.7 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	3(Three)
Remuneration last drawn	Sitting fees of an amount of ₹1,50,000/-
Remuneration sought to be paid	Sitting fees of an amount of ₹50,000/- per Board Meeting
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Rakesh Mehra does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under:  1. Econo Tech Services Pvt Ltd  2. Sunegra Foods Limited Liability Partnership
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Rakesh Mehra & other members of the Board and Key Managerial Personnel of the Company.
Listed entities from which the Director has resigned in the past three years	NIL

## ANNEXURE E

Name of the Director	Mr. Amit Karia
DIN	06846654
Date of Birth	25-11-1985
Age	40 Years
Date of First Appointment on the Board	4 <sup>th</sup> October 2022
Qualification	CS, CMA and Qualified Masters in Laws
Brief Resume, Experience and Expertise in Functional Area	Mr. Amit Karia is an Independent Director of our Company. He is a member of the Institute of Company Secretaries of India (ICSI), New Delhi. He is a member of the Institute of Cost and Management Accountants of India (ICAI – Cost), Kolkata, Qualified Masters in Laws (LLM), a merit holder and university topper for two out of three years in LLB examination. Author of several books on law with the first book being published by Bharat Law House, New Delhi. Registered Insolvency Professional (IP) enrolled with the Indian Institute of Insolvency Professionals of ICAI (IIIPICAI) and registered with Insolvency and Bankruptcy Board of India (IBBI), and has resolved several matters including some high profile & socially sensitive matters. Overall experience in legal and compliance areas of more than 13 years. Served as an executive director on the board of directors of an Indian company for more than 6 year. Currently serving as non-executive director of three Indian companies. Has also been an education mentor for professional courses like CA (Final).
Terms and Conditions of Re-appointment	As stated in resolution no.8 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	3(Three)
Remuneration last drawn	Sitting fees of an amount of ₹30,000/-
Remuneration sought to be paid	Sitting fees of an amount of ₹10,000/- per Board Meeting
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Amit Karia does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under:  1. Smarten Power Systems Limited  2. Organic Waste (India) Private Limited  3. Solapur Bioenergy Systems Private Limited  4. Incorp Restructuring Services LLP
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Amit Karia & other members of the Board and Key Managerial Personnel of the Company.
Listed entities from which the Director has resigned in the past three years	NIL

## Letter to the shareholders Reg 36(1)(b) (1)

Date: August 19, 2025

Folio No. / DP ID Client ID : \_\_\_\_\_

Name of the Sole / First Holder: \_\_\_\_\_

Second Holder : \_\_\_\_\_

Third Holder : \_\_\_\_\_

Dear Shareholder(s),

### Sub.: Annual Report for the Financial Year 2024-25

We thank you for your continued patronage as a shareowner of Organic Recycling Systems Limited ("the Company").

We are pleased to inform you that the Seventeenth Annual General Meeting of the Company will be held on Thursday, September 11, 2025 at 11:30 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates listed entities to send a letter providing the web-link, including the exact path, where complete details of the Annual Report is available, to those shareholder(s) who have not registered their email address(es) either with the listed entity or with any depository.

In this regard, we would like to inform you that, the complete details of the Annual Report of the Company for the Financial Year 2024-25 is available on Company's website and can be accessed at :

<b>Weblink:</b>	<a href="https://organicrecycling.co.in/annual-report">https://organicrecycling.co.in/annual-report</a>
<b>Path:</b>	<a href="http://www.organicrecycling.co.in">www.organicrecycling.co.in</a> >investorrelations>ORSL Regulation 46 of the LODR>Annual Report>Annual Report 2025

In order to receive communications from the Company promptly, we request you to immediately register your email address with Company / Share Transfer Agent / Depository Participants / Depositories as under.

- Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company [www.organicrecycling.co.in](http://www.organicrecycling.co.in)) duly filled and signed along with requisite supporting documents to Maashitla Securities Pvt Limited at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi – 110 034.
- Members holding shares in dematerialised mode, who have not registered / updated their e-mail address, are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.

Please feel free to contact Maashitla Securities Private Limited, Registrar and Share Transfer Agent of the Company at the details mentioned below, in case you have any queries:

**Mr. Mukul Agrawal, Director**

**Maashitla Securities Private Limited (Unit: Organic Recycling Systems Limited)**

451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura,

Delhi-110034, Cont. No.: 01145121795-96 (from 9:00 a.m. (IST) to

7:00 p.m. (IST) on all working days).

E-mail: [compliance@maashitla.com](mailto:compliance@maashitla.com), [rta@maashitla.com](mailto:rta@maashitla.com)

Thanking you,

Yours truly,

**For Organic Recycling Systems Limited**

Sd/-

**Seema Gawas**

**Company Secretary and Compliance Officer**

## NOTES

[illegible]





## REGISTERED OFFICE

1003, 10th Floor, The Affaires Plot No 9, Sector No 17, Sanpada  
Navi Mumbai Thane, Maharashtra - 400705

[www.organicrecycling.co.in](http://www.organicrecycling.co.in)



Conceptualized and Developed By  
9830272983 • 9892288895