

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shalini Singhania
Whole Time Director, Chairman

Bimla Devi Singhania
Director and CFO

Sajjan Kumar Singhania
Director

Mayank Jhunjhunwala
Independent Director

Satyen Dinesh Rairana
Independent Director

AUDIT COMMITTEE

Mayank Jhunjhunwala
Independent Director, Chairman

Satyen Dinesh Rairana
Independent Director

Bimla Devi Singhania
Director and CFO

NOMINATION & REMUNERATION COMMITTEE

Mayank Jhunjhunwala
Independent Director, Chairman

Satyen Dinesh Rairana
Independent Director

Bimla Devi Singhania
Director and CFO

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mayank Jhunjhunwala
Independent Director, Chairman

Satyen Dinesh Rairana
Independent Director

Sajjan Kumar Singhania
Director

RISK MANAGEMENT COMMITTEE

Mayank Jhunjhunwala
Independent Director, Chairman

Satyen Dinesh Rairana
Independent Director

Sajjan Kumar Singhania
Director

CHIEF FINANCIAL OFFICER

BIMLA DEVI SINGHANIA

COMPANY SECRETARY

NIKITA CHAMARIA

STATUTORY AUDITORS

S.C. SWAIKA & CO.

SECRETARIAL AUDITORS

KHUSBOO JAIN

BANKERS

HDFC BANK
AXIS BANK

REGISTERED OFFICE

2/10 SARAT BOSE ROAD
BLOCK-A GARDEN APARTMENT
KOLKATA- 700020

REGISTRAR AND SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PVT. LTD.
3A AUCKLAND PLACE,
7TH FLOOR, ROOM NO. 7A /B KOLKATA 700 017
PHONES: (033) 2280 6616 / 17 / 18

WEBSITE: singhaniabroltd.com
SEBI REGISTRATION NO. INB 031018935
PHONE: 0337961 1711

SINGHANIA BROTHERS LIMITED

CIN: L51909WB1982PLC035145

SEBI Regn No.: INB 031018935

2/10, Sarat Bose Road, Garden Apartment

Block – A, Kolkata- 700 020

Ph No.: 033 7961 1711

Website: singhaniabroltd.com

E-mail: promptcal@gmail.com

DIRECTOR'S REPORT

Dear Members,

SINGHANIA BROTHERS LIMITED

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2025.

1. FINANCIAL SUMMARY: Rule 8(5)(i) of Companies (Account) Rules, 2014

The Company's Standalone financial performance for the financial year ended March 31, 2025:

(Amount in Hundred)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	98,830.50	81,536.18
Profit Before Tax	40,841.70	24,273.68
Less: Current Tax	(10,563.80)	(6,247.80)
Deferred Tax	-	-
Income Tax earlier years	-	-
Profit For the Year	30,277.90	18,025.88
Add: Balance in Profit and Loss Account	4,47,510.79	4,34,484.91
Less: Special Reserve	(9,000)	(5,000)
Closing Balance	4,68,788.69	4,47,510.79

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The Company's Consolidated financial performance for the financial year ended March 31, 2025:

(Amount in Hundred)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	1,04,749.88	83,434.08
Profit Before Tax	46,761.08	26,171.58
Less: Current Tax	(10,563.80)	(6,247.80)
Deferred Tax	-	-
Income Tax earlier years	-	-
Profit For the Year	36,197.28	19,923.78
Add: Balance in Profit and Loss Account	4,61,817.09	4,46,893.31
Less: Special Reserve	(9,000)	(5,000)
Closing Balance	4,89,014.37	4,61,817.09

2. STATE OF AFFAIRS / HIGHLIGHTS: *Section 134(3)(i) of Companies Act, 2013 read with Rule 8(5)(ii) of Companies (Account) Rules, 2014*

1. The Company is engaged in the business of *Financial Advisory, brokerage and Consultancy Services*.
2. There has been no change in the business of the Company during the financial year ended March 31, 2025.

3. Listing Status

Your Company is presently listed on the Calcutta Stock Exchange Limited (CSE). After due consideration, the Board of Directors, has decided to voluntarily delist the equity shares of the Company from the Calcutta Stock Exchange, subject to applicable approvals and compliance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and other applicable laws.

The Board is of the view that continued listing on CSE does not provide any tangible benefit to the Company or its shareholders and delisting will enable the Company to reduce the associated compliance costs. The Company shall, however, continue to comply with all regulatory requirements until the delisting process is completed.

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3. **WEB LINK OF ANNUAL RETURN:** *Section 134(3)(a) of Companies Act, 2013*

The Company is having website i.e. www.singhaniabroltd.com and annual return of Company has been published on such website. Link of the same is given below:

<https://www.singhaniabroltd.com/>

4. **MEETINGS OF BOARD OF DIRECTORS:** *Section 134(3)(b) of Companies Act, 2013*

Ten (10) Board Meetings were held during the Financial Year ended March 31, 2025 i.e. (Dates of Board Meetings). The maximum gap between any two Board Meetings was less than one Hundred and Twenty days. During the financial year 2024-25, the **Audit Committee of the Company duly meet Four (4) times** in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the members actively participated in the meetings and provided their valuable inputs on the matters brought before Board

Details of Ten Board meetings are given as follows:

Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
		Number of directors attended	% of attendance
18/04/2024	5	5	100%
07/06/2024	5	5	100%
12/08/2024	5	5	100%
06/09/2024	5	5	100%
16/10/2024	5	5	100%
28/10/2024	5	5	100%
11/11/2024	5	5	100%
20/12/2024	5	5	100%
07/02/2025	5	5	100%
21/03/2025	5	5	100%

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5. DETAILS IN RESPECT OF FRAUD: *Section 134(3)(ca) of Companies Act, 2013*

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

6. BOARD'S COMMENT ON THE AUDITORS' REPORT: *Section 134(f) of Companies Act, 2013*

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

7. MATERIAL CHANGES AND COMMITMENTS: *Section 134(3)(L) of Companies Act, 2013*

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

8. CHANGE IN DIRECTORSHIP: *Rule 8(5)(iii) of Companies (Account) Rules, 2014*

There has been no change in the constitution of the Board during the financial year under review i.e. the structure of the Board remains the same.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS: *Rule 8(5)(vii) of Companies (Account) Rules, 2014*

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES: *As per Section 134(3)(h)*

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

However, there are no materially significant related party transactions during the financial year made by the Company, thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year is given in **Note no 18** to the Balance Sheet i.e. as per Accounting Standard -18.

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11. COMPLIANCE WITH SECRETARIAL STANDARD: *As per SS 1*

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

12. PARTICULARS OF LOANS AND INVESTMENT: *As per Section 134(3)(g)*

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

13. TRANSFER TO RESERVE: *As per Section 134(3)(j)*

The Company transferred Rs. 9,00,000 to Special Reserve. u/s 45-IC of Reserve Bank of India Act, 1934.

14. DIVIDEND: *As per Section 134(3)(k)*

Profit but not declared: The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review.

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

A. Conservation of Energy, Technology Absorption Section 134(3)(m) read with Rule 8(3)(A and B) of Companies (Account) Rules, 2014

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

- Steps taken by company for utilizing alternate sources of energy: NIL
- Capital investment on energy conservation equipment's: NIL

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B. Foreign Exchange earnings and Outgo *Section 134(3)(m) read with Rule 8(3)(C) of Companies (Account) Rules, 2014*

Earnings	NIL
Outgo	NIL

16. RISK MANAGEMENT POLICY: *Section 134(3)(n)*

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

17. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE [“POSH”]: *Rule 8(5)(x) of Companies (Account) Rules, 2014*

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”). An Internal Complaints Committee (“ICC”) has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	NIL
b.	Number of Complaints disposed off during the year	N/A
c.	Number of cases pending for more than ninety days	N/A

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18. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES: *Rule 8(5)(iv) of Companies (Account) Rules, 2014*

As on March 31, 2025, there were no companies which have become or ceased to be the Company's subsidiaries, joint ventures during the year under review. Totco Business Private Limited and Singhania Estate Private Limited are the associate companies the Salient features of the financial statement of the Subsidiary & Joint Venture and Associate Companies in Form AOC-1 has been annexed to the Annual Report.

19. INTERNAL FINANCIAL CONTROL: *Rule 8(5)(viii) of Companies (Account) Rules, 2014*

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

20. AUDITOR: *As per Section 139*

Statutory Auditors (Existing Auditor)

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its 31st Annual General Meeting('AGM') held on 30th September 2024 approved the appointment M/s. S C Swaika & Co, Chartered accountants, (Firm Registration no. 322137E) as Statutory Auditor for a period of 5 years commencing from the conclusion of 31st AGM till the conclusion of the 36th AGM to be held in the year.

As required under the provisions of section 139(1) of the Companies Act, 2013, the company has received a written consent from M/s (Auditor/Auditor Firm Name along with FRN) to their re-appointment and a certificate, to the effect that their re- appointment, if made, would be in accordance with the new Act and the Rules frame there under and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act 2013 and rules made thereunder; the company had appointed Khushboo Jain Company Secretaries to undertake the Secretarial Audit of the Company for the financial Year ended March 31, 2025. The secretarial Report has been annexed as to the Annual Report.

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21. DEPOSITS: *Rule 8(5)(v & vi) of Companies (Account) Rules, 2014*

The Company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year.

22. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of Companies Act, 2013 for Corporate Social Responsibility are not applicable to the Company.

23. COST RECORD: *Rule 8(5)(ix) of Companies (Account) Rules, 2014*

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records.

24. STATEMENT ON DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

25. ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY/ NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors/employees who avail of the Mechanism.

The Company affirms that no person has been denied access to the Audit Committee. To ensure proper functioning of vigil mechanism the Audit Committee of the Company on quarterly basis take note of the same.

The Nomination and Remuneration Committee has formulated a policy on the appointment and remuneration of Directors, Key Managerial Personnel and Senior Management, which is available on the Company's website (web link). The policy is designed to attract, motivate and retain talent and ensure fairness and transparency in remuneration matters

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26. PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSON:

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and The composition of the Board is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Executive Director, Non-Executive Directors and Independent Directors The complete list of Directors of the Company has been provided as part of the Corporate Governance Report. No employee of the Company has received remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

27. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to the provisions of Clause 49 of the Listing Agreement / SEBI (LODR) Regulations, the requirement of preparing a separate Management Discussion and Analysis Report is applicable only to certain classes of companies. Since the Company does not fall under the said category, preparation of a detailed MDA Report is not mandatory for Singhania Brothers Limited.

28. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS:

The Board of Directors have evaluated the performance of all Independent Directors, Non-Independent Directors and its Committees. The Board deliberated on various evaluation attributes for all directors and after due deliberations made an objective assessment and evaluated that all the directors in the Board have adequate expertise drawn from diverse industries and business and bring specific competencies relevant to the Company's business and operations. The Board found that the performance of all the Directors was quite satisfactory.

The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board. The functioning of the Board and its committees were quite effective. The Board evaluated its performance as a whole and was satisfied with its performance and composition of Independent and Non-Independent Directors.

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29. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016: *Rule 8(5)(xi) of Companies (Account) Rules, 2014*

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

30. DIFFERENCE IN VALUATION: *Rule 8(5)(xii) of Companies (Account) Rules, 2014*

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

31. MATERNITY BENEFIT: *Rule 8(5)(xiii) of Companies (Account) Rules, 2014*

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

32. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks and uncertainties impacting the company that can impact its ability to achieve its strategic objectives.

33. CORPORATE GOVERNANCE:

The Company has adopted best corporate practices and is committed to conducting its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high level of Integrity in decision making. A report on corporate governance has been annexed to the Annual Report.

34. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weaknesses in the design or operation were observed.

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35. PUBLIC DEPOSITS:

Your Company is a Non- Systemically Important Non-Deposit Accepting NBFC ND-SI- NBFC-MFI. The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposit(s) during the year under review as defined under the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 during the Financial Year commenced April 1, 2024 to March 31, 2025 and further undertake that it shall not accept any public deposit(s) in the financial year commencing from April 01, 2025 and ending on March 31, 2026 without obtaining prior approval of the Reserve Bank of India in writing.

36. DIRECTOR'S RESPONSIBILITY STATEMENT: *As per Section 134(3)(c)*

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors as mentioned in point 20 of this report The Directors further confirm that: -

- a. In the preparation of the annual accounts for the year ended March 31, 2025 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures 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 as at March 31, 2025 and of the profit of the Company for the year ended on that date.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the 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 Company being listed, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is applicable to the Company.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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ACKNOWLEDGMENT

Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

**For and on behalf of The Board
(Singhania Brothers Ltd)**

**Sajjan Kumar Singhania
(Director)**

DIN: 00519841

**Add: 2/10 Sarat Bose Road
Garden Apartment Block-A
Kolkata-700020**

**Shalini Singhania
(Director)**

DIN: 00734227

**Add: 2/10 Sarat Bose Road
Garden Apartment Block-A
Kolkata- 700020**

Dated: 28th Day of August 2025

Place: Kolkata

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF
THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(Amount in Rs.)

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	1. Sajjan Kumar Singhanian :5.3:1 2. Shalini Singhanian :5.3:1 3. Bimla Devi Singhanian :5.3:1
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	1. Sajjan Kumar Singhanian : NIL 2. Shalini Singhanian : NIL 3. Bimla Devi Singhanian : NIL
(iii) the number of permanent employees on the rolls of company	10
(iv) the explanation on the relationship between average increase in remuneration and company performance	NA
(v) comparison of the remuneration of the Key Managerial Personnel against the performance of the company	Remuneration of Key Managerial Personnel: 18.00 Lakhs. Profit of the Company for the year: Rs. 30,27,790/-
(vi) a) variations in the market capitalisation of the company, b) price earnings ratio as at the closing date of the current financial year and previous financial year and c) percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	Price Earnings ratio of the Company as on 31.03.2025 was 2.47 and as on 31.03.2024 was 1.47.
(vii) average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No major increase in the Managerial remuneration. Also there is no such exceptional circumstances for increase in the Managerial remuneration.

(viii) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	<p style="text-align: right;">Salary in Rs. (pa)</p> <p>1. Sajjan Kumar Singhania :Rs.600,000.00</p> <p>2. Shalini Singhania :Rs.600,000.00</p> <p>3. Bimla Devi Singhania :Rs. 600,000.00</p> <p>Profit before tax for the year is: Rs. 40,84,170/-</p> <p>Profit after tax for the year is : Rs. 30,27,790/-</p>
(ix) the key parameters for any variable component of remuneration availed by the directors;	N.A
(x) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	7:12
(xi) Affirmation that the remuneration is as per the remuneration policy of the company.	It is affirmed that the remuneration is as per the remuneration policy of the Company

Details of the employees of the Company – Pursuant to Section 197 (Rule 5) of the Companies Act 2013

The Company does not have employee who is drawing more than Rs 60 lakhs per annum during the year.

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FORM NO. AOC.2

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

Arms length transactions under third proviso thereto

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

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
 - a) Name(s) of the related party and nature of relationship
 - b) Nature of contracts/arrangements/transactions
 - c) Duration of the contracts/arrangements/transactions
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - e) Justification for entering into such contracts or arrangements or transactions
 - f) date(s) of approval by the Board
 - g) Amount paid as advances, if any:
 - h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: NIL
 - a) Name(s) of the related party and nature of relationship
 - b) Nature of contracts/arrangements/transactions
 - c) Duration of the contracts/arrangements/transactions
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - e) Date(s) of approval by the Board, if any:
 - f) Amount paid as advances, if any:

For SINGHANIA BROTHERS LIMITED

Sajjan Kumar Singhania
Director
DIN: 00519841

Shalini Singhania
Director
DIN: 00734227

SINGHANIA BROTHERS LIMITED

CIN: L51909WB1982PLC035145

SEBI Regn No. : INB 031018935

2/10, Sarat Bose Road, Garden Apartment

Block – A, Kolkata- 700 020

Ph No.: 033 7961 1711

Website : singhaniabroltd.com

E-mail : promptcal@gmail.com

CFO CERTIFICATION

(Regulation 17(8) of SEBI (LODR) Regulations, 2015 Along with Schedule II, Part B)

Date: **28th of August 2025**

The Board of Directors
Singhania Brothers Limited
Block-A, Garden Apartment
2/10, Sarat Bose Road,
Kolkata- 700 020

Certification by Chief financial Officer

We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2025 and to the best of our knowledge and belief we hereby certify that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year April 2024- March 2025 which is fraudulent, illegal or in violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the Company. Based on our most recent evaluation, no deficiencies in the design or operation of controls were noted.
5. We have indicated to the auditors and the Audit Committee that:
 - a. There are no significant changes in internal control over financial reporting during the year.
 - b. There are no significant changes in accounting policies during the year.
 - c. There have been no instances of fraud.

We further declare that all Board Members and Senior Managerial personnel have affirmed compliance with the code of conduct for the current year.

Bimla Devi Singhania
Director
DIN: 00519635



S.C. SWAIKA & CO.

Chartered Accountants

**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

Tel.: 033-25453501

Mob. : 9830175146 & 9804227226

E-Mail – scs9822@rediffmail.com

CORPORATE GOVERNANCE CERTIFICATE

To The Members,

M/s. Singhanian Brothers Limited

We have examined the compliance of conditions of Corporate Governance by **M/s. SINGHANIAN BROTHERS LIMITED**, for the year ended on 31st March 2025, as stipulated in Regulation 34(3) read with Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

Place: Kolkata

Dated: 28th of August 2025

CA. S.C. Swaika

Proprietor

Membership No. 53694

For S. C. SWAIKA & CO.

Chartered Accountants

Firm Registration No. 322137E

UDIN: 25053694BMTEOX2504



S.C. SWAIKA & CO.

Chartered Accountants

**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

Tel.: 033-25453501

Mob. : 9830175146 & 9804227226

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V, Part C, Clause 10(i) of
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

Singhanian Brothers Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Singhanian Brothers Limited (CIN: L51909WB1982PLC035717) having its Registered Office at Block-A, Garden Apartment, 2/10, Sarat Bose Road, Kolkata – 700020 (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V, Part C, Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the MCA portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata

Dated: 28th of August 2025

CA. S.C. Swaika

Proprietor

Membership No. 53694

For S. C. SWAIKA & CO.

Chartered Accountants

Firm Registration No. 322137E

UDIN: 25053694BMTEOX2504

SINGHANIA BROTHERS LIMITED

Garden Apartment, Block-A

2/10, Sarat Bose Road

Kolkata- 700 020

Report on Corporate Governance

(Regulation 27(2) read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

1. Company Philosophy on Corporate Governance

The Company upholds the core value of transparency, integrity and accountability in all facets of its operation and maintains the highest standards of corporate governance in its conduct toward the shareholders, customers, suppliers and the Government. The company believes that good corporate Governance practices enable the management to direct and control the affairs of the company in an efficient manner and to achieve the goal of maximizing value for all its stakeholders. It encompassed a set of system and practices to ensure that the company's affairs are managed in a manner which ensure accountability, transparency and fairness in all transactions. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons.

2. Board of Directors

The Board has an optimum combination of Executive and Non-Executive Directors, including Independent Directors, in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015.

Name of Director	Category	No. of Directorship held in other company	Committee Membership held in other companies	
			As Member	As Chairman
Sajjan Kumar Singhania	Executive Director	3	-	-
Bimla Devi Singhania	Executive Director, CFO	1	-	-
Shalini Singhania	Non-Executive Director, Whole Time Director	4	-	-
Mayank Jhunjhunwala	Independent Director	12	-	-
Satyen Dinesh Rairana	Independent Director	1	-	-

Relationship between directors inter-se:

1. Mr. Sajjan Kumar Singhania and Mrs. Bimla Devi Singhania are related to each other as Spouse.

3. During the financial year 2024–25, the Board met [10] times. The gap between any two meetings did not exceed 120 days.

The attendance of each Director on Board Meeting and the last Annual General Meeting (AGM) and also the number of other Board of Director of Board Committees of which he/she is member / chairman are as under

Name of Director	Board Meeting held during the year	Board Meeting attended during the year	Whether attended last AGM
Sajjan Kumar Singhania	10	10	Yes
Bimla Devi Singhania	10	10	Yes
Shalini Singhania	10	10	Yes

4. **Committees of the Board;**

(a) Audit Committee

Constituted in line with Regulation 18 of SEBI (LODR).

Name of Member	Category	Chairman/Member
Mr. Mayank Jhunjunwala	Independent Director	Chairman
Mr. Satyen Dinesh Rairana	Independent Director	Member
Mrs. Bimla Devi Singhania	Non-Executive Director	Member

(b) Nomination & Remuneration Committee

Constituted in line with Regulation 19 of SEBI (LODR).

Name of Member	Category
Mr. Satyen Dinesh Rairana	Independent Director
Mr. Mayank Jhunjunwala	Independent Director
Mrs. Bimla Devi Singhania	Non-Executive Director

(c) Stakeholders' Relationship Committee

Constituted in line with Regulation 20 of SEBI (LODR).

Name of Member	Category	Chairman/Member
Mr. Satyen Dinesh Rairana	Independent Director	Chairman
Mr. Mayank Jhunjunwala	Independent Director	Member
Mr. Sajjan Kumar Singhania	Executive Director	Member

5. GENERAL BODY MEETINGS:

Location and time where last three Annual General Meetings were held as under:

<u>Financial Year</u>	<u>Location of the Meeting</u>	<u>Date</u>	<u>Time</u>
2017-18	Block-A, Garden Apartment, 2/10 Sarat Bose Road, Kolkata-700020	28 th September 2018	12.30 PM
2018-19	--do--	30 th September 2019	12.30 PM
2019-20	--do--	30 th September 2020	12.30 PM
2020-2021	--do--	28 th September 2021	03:00 PM
2021-2022	--do--	22 nd September 2022	03:00 PM
2022-2023	--do--	29 th September 2023	03:00 PM
2023-2024	-do-	30 th September 2024	01:00 PM

All the resolutions set out in the respective notices were passed by the members. There were no resolutions put through postal ballot last year.

6. DISCLOSURES:

- Disclosures on materially significantly related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, that may have potential conflicts with the interests of the Company at large. **None, which require separate disclosure.**
- Details of non- compliance by the company, penalties, and strictures imposed on the Company on the stock exchange or SEBI or any statutory authority, on any matter related to capital markets. None.
- The Company has a Whistleblower / Vigil Mechanism and affirms that no personnel has been denied access to the Audit Committee.
- All Board Members and Senior Management have affirmed compliance with the Code of Conduct.
- There are no penalties or strictures imposed by SEBI/Stock Exchange during the year.
- The Company has in place a **Risk Management Policy** to address risks associated with its operations.
- A certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance forms part of this Annual Report.

7. MEANS OF COMMUNICATION:

- Quarterly and annual financial results are submitted to the Calcutta Stock Exchange and uploaded on the Company's website.
- Results are also published in leading English and vernacular newspapers.

8. GENERAL SHAREHOLDERS INFORMATION:

i)

Benpose Date for Sending Notice	28.08.2025
Date of Completion of Dispatch	01.09.2025
Cut Off Date	19.09.2025
Remote e-Voting Start Date	22.09.2025
Remote e-Voting Start Time	9:00 A.M
Remote e-Voting End Date	24.09.2025
Remote e-Voting End Time	5:00 P.M.
Date of AGM	25.09.2025
AGM Start Time	10:30 A.M
Book Closure	19.09.2025 to 25.09.2025

Contact Person of the company (Coordinating for e-voting)	NIKITA CHAMARIA
Designation	Company Secretary
Contact No.	033 7961 1711
Email address	promptcal@gmail.com

ii) Listing of Equity Shares on Stock Exchanges:

Calcutta Stock Exchange
Association Ltd. (CSE), 7, Lyons
range, Kolkata 700 001

iii) Financial Calendar:

- | | | |
|---|---|---|
| i. First Quarter Results | : | End of June, 2024 |
| ii. Second Quarter Results | : | End of September, 2024 |
| iii. Third Quarter Results | : | End of December, 2024 |
| iv. Financial Results for the
Year ending March 31 | : | End of March, 2025 |
| v) Dividend Payment Date | : | N.A.. |
| vi) Registered Office | : | Garden Apartment, Block – A
2/10 Sarat Bose Road,
Kolkata – 700 020 |

9. **Stock Code:**

Stock Exchange	Stock Code
The Calcutta Stock Exchange Association Ltd.	153

10. **Distribution of Shareholding as on 31st March, 2025:**

No. of Shares		No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholdings
From	To				
1	500	514	76.95	119712	9.77
501	1000	90	90	90000	7.35
1001	2000	1	0.15	2000	0.16
2001	3000	--	--	--	--
3001	4000	--	--	--	--
4001	5000	40	5.99	--	16.33
5001	10000	13	1.94	200000	10.25
10001	30000	4	0.60	125500	5.71
30001	50000	--	--	--	--
50001	100000	3	0.45	195884	15.99
100001	& above	3	0.45	421940	34.44

11. **Registrar and Transfer agents**

: NICHE Technologies Pvt. Ltd.
3A Auckland Place,
7th Floor, Room No. 7A & 7B, Kolkata 700 017
Phones: (033) 2280 6616 / 17 / 18

12. **Address for Correspondence**

: **SINGHANIA BROTHERS LIMITED**
Garden Apartment, Block –A
2/10 Sarat Bose Road,
Kolkata – 700 020.

On behalf of Board of Directors

Place: Kolkata
Date- 28th August 2025

Shalini Singhania
DIN:00734227
(Director)



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Independent Auditor's Report

To the Members of
Singhanian Brothers Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Singhanian Brothers Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2025, its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

4. a) 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 financial statements and our auditor's report thereon.

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



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

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

Responsibilities of Management for the Standalone Financial Statements

5. 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 state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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



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expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b. 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 explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.



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11. 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.
12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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

13. The Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) is not applicable. In our opinion and according to the information and explanations given to us, the provisions of Section 197 read with Schedule V of the Act have been complied with. The Company has not paid or provided for any managerial remuneration during the year
14. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
15. Further to our comments in Annexure I, 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 purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure II". Our report expresses an unmodified opinion on the adequacy.
 - g) adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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



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amended), in our opinion and to the best of our information and according to the explanations given to us:

- i) the Company does not have any pending litigations which would impact its financial position;
- 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) the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from November 8, 2016 to December 30, 2016 which are not relevant to these financial statements. Hence reporting under this clause is not applicable.

- i) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, [Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention] and preserved for the statutory period as per the Companies (Accounts) Rules, 2014.

**For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]**

**(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOV3236**



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Annexure “I”

Annexure “I” referred to in Paragraph 14 of the Independent Auditor’s Report of even date to the members of Singhanian Brothers Limited on the standalone financial statements for the year ended 31 March 2025

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

- i) The Company does not have any property, plant and equipment or intangible assets or right of use assets or investment property and accordingly, reporting under clause 3(i) of the Companies (Auditor’s Report) Order, 2020 (hereinafter referred to as ‘the Order’) is not applicable to the Company.
- ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and hence clauses (a), (b) and (c) of para iii of the order are not applicable;
- iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



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- vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix) (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, no money was raised by way of term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, no funds were raised by the Company. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

S.C. SWAIKA & CO.

Chartered Accountants

Tel.: 033-25453501

Mob. : 9830175146 & 9804227226

E-Mail – scs9822@rediffmail.com

-
- x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) The Company has not entered into any transactions with the related parties covered under Section 177 or Section 188 of the Act. Accordingly, reporting under clause 3(xiii) of the Order is not applicable to the Company.
- xiv) The Company has an internal audit system commensurate with the size and nature of its business as required under RBI Master Directions for NBFCs and SEBI (LODR) Regulations. The internal audit reports were considered by the Audit Committee/Board during the year.
- xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi) The Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934 and holds a valid Certificate of Registration from the RBI. The Company has not accepted public deposits
- xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.



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xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx) According to the information and explanations given to us, The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.

xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]**

**(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOV3236**



**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

S.C. SWAIKA & CO.

Chartered Accountants

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Annexure “II”

Independent Auditors’ Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Singhania Brothers Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



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Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]**

**(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOV3236**

Form No.MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 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,
M/S Singhanian Brothers Limited
CIN: L51909WB1982PLC035145
2/10 Sarat Bose Road Garden Apartment Kolkata- 700020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S Singhanian Brothers Limited (here in after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion there on.

Based on my verification of M/S Singhanian Brothers Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed here under 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/S Singhanian Brothers Limited ("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) 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) 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;
- (v) The other laws as may be applicable specifically to the company in our opinion: Nil

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

I report that there were no actions / events in pursuance of

- a) 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.

- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Requiring Compliance thereof by the Company during the year under review and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of audit, and also on review of quarterly compliance reports by respective department heads / company secretary, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with other applicable laws.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Place: Kolkata

Date: 28th day of August 2025

UDIN No.: A025628G001097303

Khusboo Jain
Practicing Company Secretary

C.P. No. 16451 ACS: 25628

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

Annexure A

To,
The Members,
M/S Singhania Brothers Limited
CIN: L51909WB1982PLC035145
2/10 Sarat Bose Road Garden Apartment Kolkata- 700020

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test 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.

Place: Kolkata

Date: 28th day of August 2025

UDIN No.: A025628G001097303

Khusboo Jain
Practicing Company Secretary

C.P. No. 16451 ACS: 25628

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

To,
The Members,
M/S Singhanian Brothers Limited
CIN: L51909WB1982PLC035145
2/10 Sarat Bose Road Garden Apartment Kolkata- 700020

I have examined the registers, records and books and papers of M/S Singhanian Brothers Limited as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be.
 6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance/ renewal/ repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Place: Kolkata

Date: 28th day of August, 2025

UDIN No.: A025628G001097512

Khusboo Jain
Practicing Company Secretary
C.P. No. 16451 ACS: 25628

SINGHANIA BROTHERS LTD

CIN: L51909WB1982PLC035145

SEBI Regn No.: INB 031018935

Address :2/10, Sarat Bose Road, Garden Apartment

Block – A, Kolkata- 700 020

Ph No.: 033 7961 1711

Website: singhaniabrosLtd.com

E-mail: promptcal@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Singhania Brothers Limited will be held on **Thursday, 25th September, 2025 at 10:30 A.M.** in the Registered Office of the Company at **2/10, Sarat Bose Road, Garden Apartment, Block – A, Kolkata- 700 020**, to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass, with or without modification(s), the following resolution **as Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors of the Company and the Statutory Auditor thereon, as laid before this meeting, are hereby considered and adopted.”

2. To appoint a director in place of Mr. Sajjan Kumar Singhanian (DIN: 00519841), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and if thought fit, to pass, with or without modification(s), the following resolution **as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sajjan Kumar Singhanian (DIN: 00519841), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

AS SPECIAL BUSINESS:

1. Appointment of Ms. Khusboo Jain, Practising Company Secretary as the Secretarial Auditor of the Company:

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

“RESOLVED THAT pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on the recommendation of the Audit Committee and the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to appoint Mrs. Khusboo Jain, Practising Company Secretary, as the Secretarial Auditor of the Company to hold the office for a term of 1 (one) year, commencing from April 1, 2025 to March 31, 2026, at such remuneration (plus taxes, as applicable and out-of-pocket expenses, if any, at actuals) and on such terms and conditions as may be mutually agreed between the Board of Directors and the Secretarial Auditor.”

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“RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
For Singhania Brothers Limited**

Date: 28.08.2025

Place: Kolkata

**Shalini Singhanian
WholtimeDirector
DIN: 00734227**

NOTES:

1. A member entitled to attend and vote at the AGM (the meeting) is entitled to appoint a proxy to attend and vote on the poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
5. 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.
6. Relevant documents referred to in the accompanying notice and statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during Business Hours up to the date of the meeting.
7. The Register of Members and Share Transfer Books shall be closed from Friday 19th day of September, 2025 to Thursday, 25th day of September, 2025 (both day inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the meeting.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its registrars

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and transfer agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to be Depository Participant by the members.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
12. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.
13. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The notice of AGM, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail ids are registered with the Company or the Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend.
15. The AGM payment of dividend, if any approved by the members of ensuing Annual General Meeting will be made through ECS/NECS mandatory, and the dividend amount would be directly credited to the member's respective bank accounts.
16. **VOTING THROUGH ELECTRONIC MEANS**
 - I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by NSDL.

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- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III. The E-voting shall commence from Monday, 22nd September, 2025 at 9:00 A.M (IST) and close at Wednesday, 25th September, 2025 AT 5:00 P.M (IST).

The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will

SINGHANIA BROTHERS LTD

CIN: L51909WB1982PLC035145

SEBI Regn No.: INB 031018935





Address :2/10, Sarat Bose Road, Garden Apartment

Block - A, Kolkata- 700 020

Ph No.: 033 7961 1711

Website: singhaniabrosLtd.com

E-mail: promptcal@gmail.com

	<p>open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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

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

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

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B) Login Method for e-Voting 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial

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password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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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 cavivekgupta.0510@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to promptcal@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to promptcal@gmail.com 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.co.in 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.

18.The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date (record date) of 19th September, 2025.

19.A person who is not a member as on cut-off date should treat this notice for information purpose only.

20.The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on 28th August, 2025.

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21.The shareholders shall have One vote per Equity Share held by them as on the cut-off date (record date) of 19th September, 2025. The facility of e-Voting would be provided once for Every Folio / Client Id, irrespective of the number of Joint Holders.

22.Mr. Vivek Gupta, Practising Chartered Accountants (Certificate of Practice Number 303408) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Three (3) days from the conclusion of the e-Voting period unblock the votes in the presence of at least Two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and website of **Singhania Brothers Limited** within Two (2) working days of passing of the resolution at the AGM of the Company and will be communicated to Calcutta Stock Exchange Limited.

**By order of the Board
Singhania Brothers Limited**

Date: 28.08.2025

Place: Kolkata

**Shalini Singhania
Whole-time Director
DIN: 00734227**

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ATTENDANCE SLIP

Annual General Meeting, Thursday, the 25th day of September, 2025 at 10:30 A.M. at 2/10, Sarat Bose Road, Garden Apartment, Block – A, Kolkata- 700 020

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 25th day of September, 2025 at 10:30 A.M. at 2/10, Sarat Bose Road, Garden Apartment Block – A, Kolkata- 700 020

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

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E-mail: promptcal@gmail.com

ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25TH DAY OF SEPTEMBER, 2025.

Name & Registered Address of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the **ANNUAL GENERAL MEETING (AGM)** to be held **Thursday, the 25th day of September, 2025 at 10:30 A.M. at 2/10, Sarat Bose Road, Garden Apartment Block – A, Kolkata- 700 020** and at any adjournment thereof.

The Company has engaged the services of NSDL to provide the e-voting facility. The e-voting facility is available at the link www.evoting.nsdl.com.

The Electronic Voting Particulars are set out below:

EVEN(Electronic Voting Even Number)	User ID	PAN / Sequence No.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
22 nd September, 2025 at 9:00 A.M.(IST)	24 th September, 2025 at 5.00 P:M.(IST)

Please read the instructions mentioned in Point No.16 of the Notice before exercising your vote.

By order of the Board
Singhania Brothers Limited

Shalini Singhania
Whole-time Director
DIN: 00734227
Date: 28.08.2025
Place: Kolkata
Encl: AGM Notice / Attendance Slip / Proxy Form / Annual Report

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FORM NO. MGT-11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of shares of the above-named Company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Thursday, the 25th day of September, 2025 at 10:30 A.M. at 2/10, Sarat Bose Road, Garden Apartment Block – A, Kolkata- 700 020**, and at any adjournment thereof in respect of such resolutions as is/are indicated below:

**** I/We wish my/our above Proxy to vote in the manner as indicated in the box below: -**

Ordinary Business:

Item No.	Resolution(s)	For	Against
1.	Ordinary Resolution for Adoption of Financial Statement of Accounts for the year ended on 31 st March, 2025.		
2.	Ordinary Resolution for appointment of a director in place of Mr. Sajjan Kumar Singhanian (DIN: 00519841), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.		
3.	Ordinary Resolution for appointment of secretarial auditor Mrs. Khusboo Jain (COP: 16451)		

Signed this day of 2025.

Signature of Shareholder

Signature of Proxy holder(s):

**Affix Re.1
Revenue
Stamp**

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Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. *This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.*
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ****This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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Annexure B

Confirmation letter for Authorising Scrutinizer for e-Voting

Date: 28.08.2025

To,
The Vice President
National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound,
Lower Parel, Mumbai – 400013

Dear Sir,

We hereby confirm that we have appointed Mr. Vivek Gupta as Scrutinizer for e-Voting scheduled by our Company for the purpose of Annual General Meeting.

The contact details of the Scrutinizer are as follows:

Name of the Scrutinizer: -	Vivek Gupta
Designation/Profession: -	Practicing Chartered Accountant
Name of the organization/Firm: -	-
Complete address of the organization/Firm (with pin code):-	19, Ram Mohan Saha Lane, Kolkata-700006
Telephone	-
Fax	-
Mobile	+91 9830705257
Email	cavivekgupta@gmail.com

Yours faithfully,
For Singhanian Brothers Limited

Shalini Singhanian
Whole-time Director
DIN: 00734227

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SEBI Regn No.: INB 031018935

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Ph No.: 033 7961 1711

Website: singhaniabrothersltd.com

E-mail: promptcal@gmail.com

Date: 28.08.2025

To,

The Listing Department,

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata – 700 001

Dear Sir/ Madam,

Sub: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at its meeting held on 28th August, 2025 have, *inter-alia*, considered and approved:

1. The Standalone and Consolidated Financial Statements Company for the Financial Year ended 31st March, 2025 along with the Board Report.
2. The appointment of Khusboo Jain, Practising Company Secretaries (COP No. 16451) Secretarial Auditor of the Company to conduct secretarial audit for the Financial Year 2025-26 (Brief Profile of Secretarial Auditor is enclosed herewith as '**Annexure A**');
3. The Annual General Meeting of the Company shall be held on Saturday, 25th September, 2025 at 10:30 a.m.;
4. Register of Members of the Company will be closed for the purpose of Annual General Meeting and decided the cut-off date for e-Voting and e-Voting period mentioned below:

Sr. No.	Particulars	Date
1.	Book Closure Date	19 th September, 2025 to 25 th September, 2025
2.	Cut-off date for E-voting	19 th September, 2025
3.	NSDL e-Voting period	22 nd September, 2025 To 24 th September, 2025

5. the appointment of Mr. Vivek Gupta, Practicing Chartered Accountant (C.P. No. 303408) as the Scrutinizer for scrutinizing the e-Voting process for the Annual General Meeting

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of the Company as per the provisions of the Companies Act, 2013 and other applicable provisions, if any, and rules made there under;

6. The Notice of Annual General Meeting and the Annual Report for the Financial Year 2024-25, comprising of Standalone Financial Statement and consolidated Financial Statement along with Board Report, Audit Report and other documents required to be attached thereto shall be send to all the members of the company through email at their registered address with the Company.

The Meeting of the Board of Directors of the Company commenced at 03:00 p.m. and concluded at 4:00 p.m.

This is for your information and records.

For **SINGHANIA BROTHERS LIMITED**

SHALINI SINGHANIA

WHOLE-TIME DIRECTOR

DIN: 00734227

SINGHANIA BROTHERS LTD

CIN: L51909WB1982PLC035145

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Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of SEBI Circular no. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023.

Appointment of Secretarial Auditor:

Name of the Secretarial Auditor	Khusboo Jain
Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment/ cessation & term of appointment	28/08/2025
Brief Profile;	Khusboo Jain is a Practising Company Secretaries registered with the Institute of Company Secretaries of India. She is acknowledged expert in all areas of company secretarial practice and company law. Her areas of expertise include Company law and secretarial practice, SEBI compliances, capital market, compliance audit, secretarial audit and corporate and organisational planning.
Disclosure of relationships between directors (in case of appointment of a director)	N A

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Consent Letter

Date: 28.08.2025

To,
Vice President,
National Securities Depository Limited,
Trade World – A Wing, Kamala Mills Compound,
Lower Parel, Mumbai - 400013

Dear Sir,

For the purpose of providing e-Voting facility to the members/ shareholders of the company, for exercising their right to vote in respect of AGM, in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to avail e-voting services of **National Securities Depository Limited (NSDL)**.

The Schedule of Events for e-voting is as follows:

Benpose Date for Sending Notice	28.08.2025
Date of Completion of Dispatch	01.09.2025
Cut Off Date	19.09.2025
Remote e-Voting Start Date	22.09.2025
Remote e-Voting Start Time	9:00 A.M
Remote e-Voting End Date	24.09.2025
Remote e-Voting End Time	5:00 P.M.
Date of AGM	25.09.2025
AGM Start Time	10:30 A.M
Book Closure	19.09.2025 to 25.09.2025

Contact Person of the company (Coordinating for e-voting)	NIKITA CHAMARIA
Designation	Company Secretary
Contact No.	033 7961 1711
Email address	promptcal@gmail.com

Yours faithfully,
For Singhania Brothers Limited

Shalini Singhania
Whole-time Director
DIN: 00734227

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

STANDALONE BALANCE SHEET AS AT 31st MARCH 2025

	Notes	As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,22,503.60	1,22,503.60
Reserves and Surplus	3	9,10,938.69	8,80,660.79
		10,33,442.29	10,03,164.39
Current Liabilities			
Other Current Liabilities	4	320.97	347.70
Short Term provisions	5	936.62	7,184.42
		1,257.59	7,532.12
TOTAL		10,34,700.83	10,10,697.46
ASSETS			
Non current Assets			
Tangible Assets	6	691.39	691.39
Non Current Investment	7	4,93,473.81	8,70,126.87
Long-term Loans and Advances	8	8,884.35	3,647.10
		5,03,049.55	8,74,465.36
Current Assets			
Inventories	9	6,281.68	6,281.68
Cash and Bank balances	10	26,015.30	12,883.06
Short Term Loans and Advances	11	-	6,257.30
Trade Receivables	12	4,99,354.41	1,10,810.06
		5,31,651.39	1,36,232.10
TOTAL		10,34,700.83	10,10,697.46
Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements.	1 to 30		

This is the Balance Sheet referred to in our report of even date.

As per our report of even date
For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOV3236

Sajjan kumar Singhania
DIN: 00519841
[Director]

Shalini Singhania
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2025

	Notes	As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
Income:			
Revenue from Operations (net)	13	25,202.45	38,963.87
Other Income	14	73,628.05	42,572.31
Total Revenue (I)		98,830.50	81,536.18
Expenses:			
Change in Inventories of Stock in Trade	15	-	-
Employee Benefit Expenses	16	19,804.46	24,416.02
Depreciation and Amortisation expense	7	-	-
Other Expenses	17	38,184.34	32,846.48
Total expenses (II)		57,988.80	57,262.50
Profit before exceptional & extraordinary items and tax (I-II)		40,841.70	24,273.68
Tax expense			
Current Tax		10,563.80	6,247.80
Previous Years Tax		-	-
Less: Mat Credit entitlement		-	-
Total tax expense		10,563.80	6,247.80
Profit / (Loss) for the period		30,277.90	18,025.88
Earnings per equity share:			
(1) Basic		2.47	1.47
(2) Diluted		2.47	1.47
The accompanying notes are an integral part of the Financial Statements.	1 to 30		

This is the Profit and Loss Account referred to in our report of even date.

As per our report of even date

For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOV3236

Sajjan kumar Singhania
DIN: 00519841
[Director]

Shalini Singhania
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2025

		As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
Cash flow from operating activities			
Profit before tax		40,841.70	24,273.68
Adjustments for:			
Depreciation and amortisation expense		-	-
Interest Income		-73,627.32	-42,571.59
Dividend		-	-
Profit on Sale of Fixed Assets		-	-
Interest Paid		-	-
Operating Profit before Working Capital changes:		-32,785.62	-18,298.91
Movements in working capital			
(Increase)/Decrease in Inventories		21,187.41	21,197.93
(Increase)/Decrease in Short term loan & Advances		6,256.30	3,542.07
Increase/(Decrease) in Current Liabilities		-27.00	-5.00
Increase/(Decrease) in Provisions		-6,247.80	-2,695.67
(Increase)/Decrease in Trade Receivables		-3,88,544.35	6,01,998.36
		-4,00,161.06	6,05,739.78
Tax Paid/Refund		-10,562.83	-6,257.30
Net cash flow from / (used in) operating activities	(A)	-4,10,723.89	5,99,482.48
Cash flow from investing activities			
Interest Income		73,627.32	42,571.59
Purchase of investment		3,55,465.06	-6,28,370.74
Dividend		-	-
Write off Fixed Assets		-	-
Net cash flow from / (used in) investing activities	(B)	4,29,092.38	-5,85,799.15
Cash flow from financing activities			
Proceeds from Short Term Borrowings		-	-
Interest Paid		-	-
long term loan and advancesd		-5,237.25	-
Net Cash flow from/(used in) Financing activities	(C)	-5,237.25	-
Net increase / (decrease) in cash and cash equivalents	(A+B+C)	13,131.24	13,683.34
Cash and cash equivalents at the beginning of the year		12,883.06	-801.27
Cash and cash equivalents at the end of the year		26,015.30	12,883.06

The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard - 3, on 'Cash Flow Statements' as notified by the Companies (Accounting Standards) Amendment Rules 2009.

Previous year's figures have been rearranged / regrouped in conformity with those of the current year.

This is the Cash Flow Statement referred to in our report of even date.
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOV3236

Sajjan Kumar Singhania
DIN: 00519841
[Director]

Shalini Singhania
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

NOTE TO FINANCIAL STANDALONE STATEMENT AS AT 31st MARCH 2025

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.01 CORPORATE INFORMATION

M/s. Singhanian Brothers Limited is a Non-Deposit Accepting, Non-Banking Finance company ("NBFC"), holding a certificate of Registration from Reserve Bank of India, domiciled in India and incorporated under the provision of Companies Act, 2013 on August, 04, 1982 as Limited company. The Company is engaged in the business of trading of shares and other Financial Business company is an NBFC-ND (Non-Deposit Taking), Non-Systemically Important (asset size < ₹500 cr).

1.02 Basis of preparation of financial statements:

- (i) The financial statements of the Company have been prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The financial statements have been prepared on the accrual basis and under the historical cost convention, except for certain financial instruments which are measured at fair value.
- (ii) The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous years except where a new standard is adopted.

1.03 Use of estimates:

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities and reported amounts of income and expenditure. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

1.04 Tangible Assets:

Tangible fixed Assets are stated at cost less accumulated depreciation/ amortisation and impairment losses, if any. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebate are deducted in arriving at the purchase price.

Gains and losses arising from derecognition of tangible fixed assets is measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of the profit and loss when the assets is derecognised.

1.05 Impairment of Assets:

- (i) To provide for impairment loss, if any, to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an assets net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life.
- (ii) Impairment losses recognized in prior years are revised when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in the carrying amount of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous year.

1.06 Depreciation:

Depreciation is provided using the straight line method as per the useful life of the assets estimated by the management as follows

Sl. No.	Particulars	Useful Lives
1.	Motor Car	8 year
2.	Furniture and Fixtures	10 year
3.	Air Conditioners	5 year

SINGHANIA BROTHERS LIMITED

CIN: L51909WB1982PLC035145

NOTE TO FINANCIAL STANDALONE STATEMENT AS AT 31st MARCH 2025

1.07 Investments:

Investment that are readily realisable and intended to be held for not more than a year are classified as current investment. All other investment are classified as long-term investment. On initial recognition, all investment are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

On disposal of an investment, the difference between its carrying amount and net disposal proceed is charged or credited to the statement of profit and loss.

1.08 Inventories:

Closing Stocks has been valued at cost.

1.09 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be

Sale of Shares:

Revenue from sale of shares is recognised when significant risk and rewards of ownership are passed to the buyer.

Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is

Dividend:

Revenue is recognised when the Company's right as a shareholder/unit holder to receive payment is established by the reporting date.

1.10 Taxes On Income:

Provision of Current Tax is made in accordance with the Income Tax Act, 1961.

1.11 Provisions, Earning Per Shares and Contingent Liabilities :

- (i) A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made.
- (ii) The earning considered in ascertaining the company's Earning Per Shares comprises net profit after tax. The number of shares (nominal value of Rs 10/- each) used in the computing Basic Earning Per shares is the weighted average number of shares outstanding during the year.
- (iii) Contingent liabilities Disclosure is made by way of notes for possible or present obligations that may, but probably will not, require outflow of resources as Contingent Liability.

1.12 Other Disclosures

(i) Fraud Reporting

No frauds were reported to the RBI during the year ended 31 March 2025.

(ii) Title Deeds of Immovable Properties

All immovable properties are held in the name of the Company. No exceptions.

(iii) Benami Property

No Benami property transactions reported during the year.

(iv) Struck Off Companies

No transactions with companies struck off by Registrar of Companies.

(v) Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution.

(vi) CSR Expenditure

Not applicable as the Company does not meet the thresholds under Section 135 of the Companies Act, 2013.

(vii) Pending Litigations

The Company does not have litigation which may impact financial position.

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

		Rs In Hundred	
		As at 31.03.2025	As at 31.03.2024
		In Rs.	In Rs.
2. Share Capital			
Authorised shares 1,04,54,000 (Previous year :1,04,54,000 Equity shares of Rs. 10/- each		10,45,400.00	10,45,400
Issued, Subscribed and Fully paid-up shares 12,25,036 (Previous year : 12,25,036) Equity shares of Rs. 10/- each, fully paid.		1,22,503.60	1,22,503.60
		1,22,503.60	1,22,504

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

		Rs In Hundred	
		As at 31.03.2025	As at 31.03.2024
		No.	In Rs.
Equity Shares		No.	In Rs.
At the beginning of the period		12,250.36	1,22,503.60
Issued during the period		-	-
Outstanding at the end of the period		12,250	1,22,504

2.2 Details of Shareholders holding more than 5% shares in the company.

		As at 31.03.2025		As at 31.03.2024	
		No.	% Holding	No.	% Holding
Equity Shares					
Bimla Devi Singhania		1,82,440	14.89	1,82,440	14.89
TOTCO Business Private Limited		70,000	5.71	70,000	5.71
Singhanian Estate Private Limited		75,884	6.19	75,884	6.19
Sajjan Kumar Singhania Karta- Nandlal singhanian & Sons		6,19,500	50.57	6,19,500	50.57

2.3 Terms/ Rights attached to Equity Shares

- The Company has only one class of equity shares having a par value of Re 10/- per share. In the event of the liquidation of the company the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will in proportion to the number of equity shares held by the shareholders.
- There has been no change/movements in number of shares outstanding at the beginning and at the end of the above period.
- The company is not a holding company,
- No shares have been reserved for issue under option and contract/ commitments for the sale of shares/ disinvestment at the Balance sheet
- No shares have been allotted or has been brought back by the company during the period of 5 year preceding the date as at which the Balance sheet is prepared.
- No convertible securities has been issued by the company during the year.
- No call are unpaid by any Director and Officer of the company during the year
- Details of Shares held by promoters at the end of the year:

Promoter name	No of shareholding	Percentage of shareholding	% Change during the year
Anand Krishna Singhania	10,500	0.86	NO Change
Bimla Devi Singhania	1,82,440	14.89	NO Change
Nandlal Singhania & HUF	6,19,500	50.57	NO Change
Sajjan Kumar Singhania	40,000	3.27	NO Change

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

		Rs In Hundred	
	Para	As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
3. Reserve and Surplus			
3.1 General Reserve			
Balance as per last Financial Statements		2,50,000.00	2,50,000.00
Add: Transferred from Profit & Loss Account		-	-
Less: Adjustment of useful life of assets		-	-
Less: Transfer to Special Reserve Account.		-	-
	A	2,50,000.00	2,50,000.00
3.2 Special Reserve Account			
Opening Balance		1,83,150.00	1,78,150.00
Add: Transfer from General Reserve during the year.		-	-
Add: Transfer from Profit and loss account.		9,000.00	5,000.00
	B	1,92,150.00	1,83,150.00
3.2 Surplus/ (Deficit) in the Statement of Profit and Loss			
Balance as per last Financial Statements		4,47,510.79	4,34,484.91
Profit / (Loss) for the year		30,277.90	18,025.88
		4,77,788.69	4,52,510.79
Add: MAT Credit Entitlement A/c (2013-14)		-	-
Less: Appropriation			
Transferred to Special Reserve		9,000.00	5,000.00
Transferred to General Reserve		-	-
Net Surplus / (Deficit) in the statement of Profit and Loss	C	4,68,788.69	4,47,510.79
Total Reserves and Surplus	A+B+C	9,10,938.69	8,80,660.79

Note:

- a. 9,00,000/- is transfer to Special Reserve account as prescribed under sec 45-IC of the Reserve Bank of India Act, 1934.

		Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
4 Other Current Liability			
Electricity Expenses Payable		-	2.70
Audit Fee Payable		320.00	345.00
Income Tax Payable		0.97	-
		320.97	347.70

		Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
5 Short Term Provisions			
Provision for Income Tax		936.62	7,184.42
		936.62	7,184.42

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED**CIN: L51909WB1982PLC035145****NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025****6 Tangible Fixed Assets:**

Particulars	Gross Block				Depreciation				Net Book Value	
	As at 31st March 2024	Additions	Withdrawals and Adjustments	For the year ended 31.03.2025	For the year ended 31.03.2024	For the year	Adjsutment of Useful life	For the year ended 31.03.2025	As at 31st March 2025	As at 31st March 2024
Motor Car	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39
Total	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39
Previous Year	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145
2/10, GARDEN APARTMENT, SARAT BOSE ROAD, KOLKATA

ANNEXURE - 'A' annexed to Form No.3CD for the Assessment Year 2025-26

Sl. No.	Description of Assets	Rate of Depn.	W.D.V. As on 01/04/2024 (Rupees)	Additions/Deductions during the year with dates; in the case of any addition of an asset, date put to use; including adjustments on account of:-						Rs In Hundred	
				Amount (Rupees)	Date	Date put to use	Modified Value Added Tax credit claimed and allowed under the Central Excise Rules, 1944, in respect of assets acquired on or after 1st March 1994.	Change in rate of exchange of currency,	Subsidy or grant or reimbursement, by whatever name called	Depreciation Allowed (Rupees)	W.D.V. As on 31/03/2025 (Rupees)
	Motor Car	15%	1385.84							207.88	1,177.96
			<u>1385.84</u>							<u>207.88</u>	<u>1,178</u>

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

		Rs In Hundred	
		As at 31.03.2025	As at 31st March 2024
		In Rs.	In Rs.
7. <u>Non Current Investment</u>			
<u>Un-Quoted</u>			
Calcutta Stock Exchange Association Limited		2,000.00	2,000.00
TOTCO Business Private Limited		82.41	82.41
Singhania Estates Private Limited		7,698.30	7,698.30
75 Bonds Capital Small Finance Bank Limited		1,18,706.35	78,846.92
UPPCL		-	14,859.45
COCOBLU		-	65,909.08
SriramTransport Finance Limited		-	40,000.00
10 Tata Motor Finance Limited		1,00,000.00	1,00,000.00
<u>Mutual Fund</u>			
Aditya Birla Sunlife Money Manager Fund		2,64,986.75	5,60,730.71
		4,93,473.81	8,70,126.87

		Rs In Hundred	
		As at 31.03.2025	As at 31st March 2024
		In Rs.	In Rs.
8. <u>Long Term Loan & Advances</u>			
Security Deposits	A		
(Unsecured, considered good)			
Rent Deposit		3,600.00	3,600.00
Deposit with Eureka Stock & Share Broking Services Limited		30.00	30.00
Electricity Deposit		17.10	17.10
Interest Receivable		5,237.25	-
		8,884.35	3,647.10
Other Loan and Advances	B		
Mat Credit entitlement		-	-
Less: Mat credit utilised during the year		-	-
	(A+B)	8,884.35	3,647.10

		Rs In Hundred															
		As at 31.03.2025	As at 31st March 2024														
		In Rs.	In Rs.														
<div>9. Inventory</div> <div>(Valued at Cost)</div> <div>Stock as taken, valued and certified by the Management</div> <table><tr><th rowspan="2">SHARES</th><th colspan="2">No. of shares</th></tr><tr><th>As at 31.03.2025</th><th>As at 31.03.2024</th></tr><tr><td>HINDENGG EQ</td><td>753</td><td>753</td></tr><tr><td>MOHANMEAK EQ</td><td>73</td><td>73</td></tr><tr><td>RELJUTE EQ</td><td>26</td><td>26</td></tr></table>		SHARES	No. of shares		As at 31.03.2025	As at 31.03.2024	HINDENGG EQ	753	753	MOHANMEAK EQ	73	73	RELJUTE EQ	26	26		
			SHARES	No. of shares													
		As at 31.03.2025		As at 31.03.2024													
		HINDENGG EQ	753	753													
		MOHANMEAK EQ	73	73													
RELJUTE EQ	26	26															
		6,281.68	6,281.68														
		-	-														
		-	-														
		6,281.68	6,281.68														

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
10. Cash and Bank Balances		
Cash and Cash Equivalents:		
In current accounts	24,918.97	11,828.44
Cash on hand	1,096.33	1,054.62
	26,015.30	12,883.06

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
11. Short Term Loan and Advances		
(Unsecured considered good)		
Advance Income Tax	-	2,000.00
Income Tax Refundable	-	-
TDS	-	4,257.30
	-	6,257.30

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
12. Trade Receivables		
(Outstanding for less than 6 months from due date of payment)		
Undisputed Trade receivables – considered good)		
<u>From 0 to 1 Years</u>		
NITHIN EXPORT	37,990.80	41,690.08
Instakart Services Private Limited	18,483.99	18,483.99
ZETWERK MANUFACTURING BUSINESS P.LTD	-	4,922.05
Cbre South Asia Private Limited	16,731.44	16,731.44
DUNZO DIGITAL PRIVATE LIMITED	7,143.30	7,611.46
Kewal Kiran Clothing Limited	10,759.63	10,759.63
WEST COAST PAPER MILLS LIMITED	8,245.25	10,611.41
DB WEALTH CREATORS	4,00,000.00	-
	4,99,354.41	1,10,810.06

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
13. Revenue from Operation		
Profit on sale of Mutual Fund/Shares	25,107.79	6,336.50
Profit on Sale of Bond	-	139.16
Income on Bill Discount	94.66	32,488.21
	25,202.45	38,963.87

Sajjan Kumar Singhanian
DIN: 00519841
Director

Shalini Singhanian
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
14. Other Income		
Other Non Operating Income:		
Dividend Received	0.73	0.72
Interest Received (Gross)	73,627.32	42,571.59
	73,628.05	42,572.31

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
15. Change in inventories of stock in trade		
<u>Shares</u>		
Inventories at the begning of the year	6,281.68	6,281.68
Less : Inventories at the end of the year	6,281.68	6,281.68
	-	-

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
16. Employee Benefit Expenses		
Salaries & Wages	19,804.46	24,416.02
	19,804.46	24,416.02

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED**CIN: L51909WB1982PLC035145****NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025**

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
17. Other Expenses		
Electricity Charges	50.60	40.00
Rent	3,680.88	3,680.88
		-
<u>Miscellaneous Expenses :</u>		-
Director Salary	18,000.00	19,800.00
Professional Fees	330.00	200.00
Depository Charges	23.60	10.15
Office maintenance Expenses	802.88	821.06
Printing and Stationary	61.04	69.76
Auditor's Remuneration	295.00	415.00
Filling Fees	97.54	76.78
Interest Paid	-	226.64
Listing Fees	142.78	142.78
Motor Car Expenses	2,585.80	1,137.20
Telephone Expenses	5,401.51	527.08
Advertisement Expenses	-	132.79
Courier Charge	49.64	194.50
Transaction charges	85.00	62.85
Bank Charges	78.37	16.00
Stock Exchange Fees	1,466.16	295.00
Legal Expenses	18.10	48.44
Subscription	59.00	308.15
Staff Welfare	10.55	16.72
Travelling Expenses	-	3,522.33
CIBIL Expenses	-	59.00
Business Promotion	4,945.89	1,043.37
	38,184.34	32,846.48

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
17(1). Payment to Auditors		
Audit fee	345.00	345.00
Tax audit fee	70.00	70.00
	415.00	415.00

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

18. Related Party Disclosures

Information in accordance with the requirements of Accounting Standard-18 on Related Party Disclosure by the Institute of Chartered Accountants of India:

List of Related Parties where control exists and related party with whom transactions have taken place & relationships:

Name of Relate Party	Relationship
Smt. Bimla Devi Singhania	Key Managerial Personnel
Smt. Shalini Singhania	Key Managerial Personnel
Shri Sajjan Kumar Singhania	Key Managerial Personnel
Prompt Corporate Service Limited	Enterprises over which Key Managerial personnel are able to exercise significant influence.
Prompt Commodities Limited	
Singhanian Estate Private Limited	
Totco Business Private Limited	

Name of Relate Party	Nature of Transactions	Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31st March 2024 In Rs.
Shri Anand Krishna Singhania	Rent	1,800.00	1,800.00
Smt. Shalini Singhania	Director Salary	6,000.00	6,600.00
Shri Sajjan Kumar Singhania	Director Salary	6,000.00	6,600.00
Smt. Bimla Devi Singhania	Director Salary	6,000.00	6,600.00
Smt. Bimla Devi Singhania	Rent	1,800.00	1,800.00

	Rs In Hundred	
	As at 31.03.2025 In Rs.	As at 31st March 2024 In Rs.
19. Earning Per Share (EPS)		
i Net Profit after Tax as per statement of Profit & Loss attributable to equity shareholders (Amount in Rs.)	30,277.90	18,025.88
ii Weighted average no. of equity shares used as denominator for calculationg EPS	12,250.36	12,250.36
iii Basic & Diluted Earning per share	2.47	1.47
iv Face Value per equity share	10.00	10.00

20. Provision has not been made for liability towards retirement benefits to employees as prescribed in Accounting Standard-15 "Accounting for Retirement Benefits in the financial statement of Employer" issued by the Institute of Chartered Accountants of India. The amount towards such liabilities remain unascertained. In the opinion of the management, the company does not have such number of employees which may give rise to a substantial liability towards Retirement Benefits at a future date. Further, valuation from Actuary is also not feasible in view of small number of employees.

21. There are no Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006, within the appointed date during the year and no MSMs to whom the Company owes dues on account of principal amount together with interest at the Balance Sheet date, hence no additional disclosure have been made.

NOTES TO STANDALONE FINANCIAL STATEMENTS AS AT 31st MARCH 2025

22. Previous year figures are regroup / rearrange whenever required.

23. ACCOUNTING RATIOS:	2025	2024
(i) Current Ratio (Current Asset : Current Liabilities)	422.75	18.09
(ii) Debt-Equity Ratio [Total Debts : Total Shareholders' Equity]	0.00	0.00
(iii) Debt Service Coverage Ratio (Net Operating Income : Total Debt Service)	0.00	0.00
(iv) Return on Equity Ratio (Net Income : Shareholders' Equity)	0.03	0.02
(v) Inventory Turnover Ratio (Net Sales : Average Inventory at Selling Price)	4.01	6.20
(vi) Trade Receivable Turnover Ratio (Net Credit Sales : Average Trade Receivable)	0.05	0.35
(vii) Trade Payable Turnover Ratio (Net Credit Purchase : Average Trade Payable)	0.00	0.00
(viii) Net Capital Turnover Ratio	0.05	0.30
(ix) Net Profit Ratio (Net Profit : Net Sales)	0.83	2.16
(x) Return On Capital Employed	0.04	0.02
[Earning Before Interest and Tax (EBIT) : Capital Employed (Total Assets - Current Liabilities)]		
(xi) Return on Investment : (Net Return on Investment : Cost of Investment)		

24. Loans & Advances to Directors/KMP/Related Parties:

The Company has not granted any loans or advances to Directors or KMP or related parties during the year, except those disclosed under Related Party Transactions.

25. Segment Reporting

The Company operates in a single business segment, namely NBFC activities, and within a single geographical segment.

26. Prudential Norms Applicability

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) as a Non-Deposit Taking, Non-Systemically Important NBFC. Accordingly, certain disclosures relating to Capital Adequacy Ratio (CRAR), Asset Liability Management (ALM) and other prudential norms are not applicable to the Company.

27. Asset Classification & Provisioning Policy

In accordance with the prudential norms prescribed by the RBI, all loans and advances have been classified as Standard Assets. The Company does not have any Non-Performing Assets (NPAs) as at the Balance Sheet date. Hence, no provision for Non-Performing Assets is required to be made in these financial statements.

28. Concentration of Exposures

The Company does not have any exposure to a single borrower or group of borrowers exceeding 10% and 15% of its owned funds, respectively, as at the Balance Sheet date.

29. The Company does not have any contingent liabilities or commitments as at 31st March 2025 (Previous year: Nil).

30. The Company has not received any customer complaints during the year ended 31st March 2025 (Previous year: Nil). The Company does not have any retail or public customers.

For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOV3236
Place: Kolkata
Date: 28/08/2025

Sajjan Kumar Singhania
[Director]
DIN: 00519841

Shalini Singhania
[Director]
DIN: 00734227

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145
2/10, GARDEN APARTMENT,
SARAT BOSE ROAD, KOLKATA
P.A.No. AAICS0160Q

P.YEAR ENDED ON : 31/03/2025
ASSESSMENT YEAR : 2025-2026

Rs In Hundred

BASIS OF RETURN OF INCOME

1. INCOME FROM BUSINESS/PROFESSION :

As per P & L A/c. 40,841.70

Add: Inadmissibles/Considered Separately
Depreciation as per Companies Act, 1956

-

40,841.70

Less: Admissibles/Considered Separately

Depreciation as per Income Tax Rules,
1962 as per Chart enclosed

207.88

NET TAXABLE INCOME :- 40,633.82
ROUNDED OFF TO :- 40,630.00

2. Tax Calculation

Add : E. Cess @ 4%
Balance (A)

10,157.50

406.30

10,563.80

Mat Tax Liability (B)

6,371.31

Mat Credit Available

-

Net Tax Payable

10,563.80

3. TAX PAID:

T.D.S.
Advance Tax

7,362.83

3,200.00

10,562.83

Payable

0.97

Mat Liability

Tax@15% of Book Profit 6,126.26

Cess @4% of MAT 245.05

Total 6,371.31

SINGHANIA BROTHERS LIMITED**CIN: L51909WB1982PLC035145**

ANNEXURE TO THE BOARD'S REPORTs for the year ended 31st March 2025

FORM AOC - 1

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries		<u>Amount (Rs.)</u>
1 Sl. No.	1	
2 Name of the Subsidiary	The Company does not have any Subsidiary	
Reporting period for the subsidiary concerned, if different		
3 from the holding company's reporting period	N.A.	
Reporting currency and Exchange rate as on the last date of		
4 the relevant Financial year in the case of foreign subsidiaries	N.A.	
5 Share Capital	N.A.	
6 Reserves & Surplus	N.A.	
7 Total Assets	N.A.	
8 Total Liabilities	N.A.	
9 Investments	N.A.	
10 Turnover	N.A.	
11 Profit before taxation	N.A.	
12 Provision for taxation	N.A.	
13 Profit after taxation	N.A.	
14 Proposed Dividend	N.A.	
15 % of shareholding	N.A.	
Notes:		
1 Names of Subsidiaries which are yet to commence operations	None	
Names of Subsidiaries which have been liquidated or sold		
2 during the year	None	

Part "B": Associates and Joint Ventures**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of Associates/Joint Ventures	1. Totco Business Private Limited 2. Singhania Estate Private Limited
1. Latest Audited Balance Sheet Date	31-03-2025
2. Shares of Associate/Joint Venture held by the company on the year end	
No.	1. 4100 2. 383000
Amount of Investment in Associates/Joint Venture (Rs.)	1. 82.41 2. 7698.3
Extent of Holding %	1. 20.92% 2. 24.71%
3. Description of how there is significant influence	Control of more than 20% of total share capital as per Explanation to Section 2(6) of the Companies Act, 2013.
4. Reason why the associate/joint venture is not consolidated	In terms of the Companies (Accounts) Amendment Rules, 2014 notified on 14th October, 2014, provisions relating to consolidation of Accounts were not applicable for the year.
5. Profit/Loss for the year	
(i) Considered in Consolidation (Rs.)	1. -5,893.16 2. 5,97,831
(i) Not Considered in Consolidation (Rs.)	NIL

Notes:

Names of associates or joint ventures which are yet to commence operations	None
Names of associates or joint ventures which have been liquidated or sold during the year	None

As per our annexed Report of even date

For S.C. SWAIKA CO.**CHARTERED ACCOUNTANTS****Firm Regn. No. : 322137E****For and on behalf of the Board of Directors of Singhania Brothers Ltd.****(CA. Subhash Chandra Swaika)****Proprietor****Membership Number : 53694****UDIN: 25053694BMTEOV3236****Place: Kolkata****Date: 28/08/2025****Sajjan Kumar Singhania**

DIN: 0051984

[Director]**Shalini Singhania**

DIN: 00734227

[Director]



30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120

S.C. SWAIKA & CO.

Chartered Accountants

Tel.: 033-25453501

Mob. : 9830175146 & 9804227226

E-Mail – scs9822@rediffmail.com

Independent Auditor's Report

To the Members of
Singhanian Brothers Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying financial statements of Singhanian Brothers Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2025, its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

4. a) 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 financial statements and our auditor's report thereon.

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



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

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

Responsibilities of Management for the Consolidated Financial Statements

5. 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 Consolidated financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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



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expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b. 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 explaining our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.



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11. 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.

12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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

13. The Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) is not applicable.

14. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

15. Further to our comments in Annexure I, 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 purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Consolidated financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid Consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure II". Our report expresses an unmodified opinion on the adequacy.
- g) adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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:



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- i) the Company does not have any pending litigations which would impact its financial position;
- 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) the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from November 8, 2016 to December 30, 2016 which are not relevant to these financial statements. Hence reporting under this clause is not applicable.

- i) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, [Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention] also, preserved for the statutory period as per the Companies (Accounts) Rules, 2014.

**For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]**

**(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOW5897**



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Annexure “I”

Annexure “I” referred to in Paragraph 14 of the Independent Auditor’s Report of even date to the members of Singhanian Brothers Limited on the Consolidated financial statements for the year ended 31 March 2025

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

- i) The Company does not have any property, plant and equipment or intangible assets or right of use assets or investment property and accordingly, reporting under clause 3(i) of the Companies (Auditor’s Report) Order, 2020 (hereinafter referred to as ‘the Order’) is not applicable to the Company.
- ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and hence clauses (a), (b) and (c) of para iii of the order are not applicable;
- iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- v) The Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



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- vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix) (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, no money was raised by way of term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, no funds were raised by the Company. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



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-
- x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) The Company has not entered into any transactions with the related parties covered under Section 177 or Section 188 of the Act. Accordingly, reporting under clause 3(xiii) of the Order is not applicable to the Company.
- xiv) The Company has an internal audit system commensurate with the size and nature of its business as required under RBI Master Directions for NBFCs and SEBI (LODR) Regulations. The internal audit reports were considered by the Audit Committee/Board during the year.
- xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- xvi) The Company is registered as a Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934 and holds a valid Certificate of Registration from the RBI. The Company has not accepted public deposits and is in compliance with the prudential norms prescribed for NBFCs-ND..
- xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.



**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

S.C. SWAIKA & CO.

Chartered Accountants

Tel.: 033-25453501

Mob. : 9830175146 & 9804227226

E-Mail – scs9822@rediffmail.com

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Consolidated financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx) According to the information and explanations given to us, The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause (xx) of the Order is not applicable to the Company.

xxi) The reporting under clause (xxi) is not applicable in respect of audit of Consolidated financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]**

**(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOW5897**



**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

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Annexure “II”

Independent Auditors’ Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Singhania Brothers Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



**30/1, S.M. ALI ROAD, BARRACKPORE
KOLKATA - 700120**

S.C. SWAIKA & CO.

Chartered Accountants

Tel.: 033-25453501

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E-Mail – scs9822@rediffmail.com

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.C. Swaika & Co.
Chartered Accountants
[ICAI FRN No. 322137E]

(CA S.C. Swaika)
Proprietor
Mem. No.- 053694
Place : Kolkata
Date: 28th day of August, 2025
UDIN No. : 25053694BMTEOW5897

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2025

	Notes	As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,22,503.60	1,22,503.60
Reserves and Surplus	3	9,31,164.37	8,94,967.09
		10,53,667.97	10,17,470.69
Current Liabilities			
Other Current Liabilities	4	320.97	347.70
Short Term provisions	5	936.62	7,184.42
		1,257.59	7,532.12
TOTAL		10,54,925.56	10,25,003.76
ASSETS			
Non current Assets			
Tangible Assets	6	691.39	691.39
Non Current Investment	7	5,13,697.78	8,84,431.46
Long-term Loans and Advances	8	8,884.35	3,647.10
		5,23,273.52	8,88,769.95
Current Assets			
Inventories	9	6,281.68	6,281.68
Cash and Bank balances	10	26,015.30	12,883.06
Short Term Loans and Advances	11	-	6,257.30
Trade Receivables	12	4,99,354.41	1,10,810.06
		5,31,651.39	1,36,232.10
TOTAL		10,54,925.56	10,25,003.76
Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements.	1 to 30		

This is the Balance Sheet referred to in our report of even date.

As per our report of even date
For **S.C. SWAIKA CO.**
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOW5897

Sajjan kumar Singhania
DIN: 00519841
[Director]

Shalini Singhania
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2025

	Notes	As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
Income:			
Revenue from Operations (net)	13	25,202.45	38,963.87
Other Income	14	79,547.43	44,470.20
Total Revenue (I)		1,04,749.88	83,434.08
Expenses:			
Change in Inventories of Stock in Trade	15	-	-
Employee Benefit Expenses	16	19,804.46	24,416.02
Depreciation and Amortisation expense	7	-	-
Other Expenses	17	38,184.34	32,846.48
Total expenses (II)		57,988.80	57,262.50
Profit before exceptional & extraordinary items and tax (I-II)		46,761.08	26,171.58
Tax expense			
Current Tax		10,563.80	6,247.80
Previous Years Tax		-	-
Less: Mat Credit entitlement		-	-
Total tax expense		10,563.80	6,247.80
Profit / (Loss) for the period		36,197.28	19,923.78
Earnings per equity share:			
(1) Basic		2.95	1.63
(2) Diluted		2.95	1.63
The accompanying notes are an integral part of the Financial Statements.	1 to 30		

This is the Profit and Loss Account referred to in our report of even date.

As per our report of even date

For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOW5897

Sajjan kumar Singhanian
DIN: 00519841
[Director]

Shalini Singhanian
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2025

		As at 31st March 2025 In Rs. Hundred	As at 31st March 2024 In Rs. Hundred
Cash flow from operating activities			
Profit before tax		46,761.08	24,273.68
Adjustments for:			
Depreciation and amortisation expense		-	-
Interest Income		-73,627.32	-42,571.59
Dividend		-	-
Profit on Sale of Fixed Assets		-	-
Interest Paid		-	-
Operating Profit before Working Capital changes:		-26,866.24	-18,298.91
Movements in working capital			
(Increase)/Decrease in Inventories		21,187.41	21,197.93
(Increase)/Decrease in Short term loan & Advances		6,256.30	3,542.07
Increase/(Decrease) in Current Liabilities		-27.00	-5.00
Increase/(Decrease) in Provisions		-6,247.80	-2,695.67
(Increase)/Decrease in Trade Receivables		-3,88,544.35	6,01,998.36
		-3,94,241.68	6,05,739.78
Tax Paid/Refund		-10,562.83	-6,257.30
Net cash flow from / (used in) operating activities	(A)	-4,04,804.51	5,99,482.48
Cash flow from investing activities			
Interest Income		73,627.32	42,571.59
Purchase of investment		3,49,545.68	-6,28,370.74
Dividend		-	-
Write off Fixed Assets		-	-
Net cash flow from / (used in) investing activities	(B)	4,23,173.00	-5,85,799.15
Cash flow from financing activities			
Proceeds from Short Term Borrowings		-	-
Interest Paid		-	-
long term loan and advancesd		-5,237.25	-
Net Cash flow from/(used in) Financing activities	(C)	-5,237.25	-
Net increase / (decrease) in cash and cash equivalents	(A+B+C)	13,131.24	13,683.34
Cash and cash equivalents at the beginning of the year		12,883.06	-801.27
Cash and cash equivalents at the end of the year		26,015.30	12,883.06

The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard - 3, on 'Cash Flow Statements' as notified by the Companies (Accounting Standards) Amendment Rules 2009.

Previous year's figures have been rearranged / regrouped in conformity with those of the current year.

This is the Cash Flow Statement referred to in our report of even date.
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOW5897

Sajjan Kumar Singhania
DIN: 00519841
[Director]

Shalini Singhania
DIN: 00734227
[Director]

Place: Kolkata
Date: 28/08/2025

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTE TO FINANCIAL CONSOLIDATED STATEMENT AS AT 31st MARCH 2025

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.01 CORPORATE INFORMATION

M/s. Singhanian Brothers Limited is a Non-Deposit Accepting, Non-Banking Finance company ("NBFC"), holding a certificate of Registration from Reserve Bank of India, domiciled in India and incorporated under the provision of Companies Act, 2013 on August, 04, 1982 as Limited company. The Company is engaged in the business of trading of shares and other Financial Business company is an NBFC-ND (Non-Deposit Taking), Non-Systemically Important (asset size < ₹500 cr).

1.02 Basis of preparation of financial statements:

- (i) The financial statements of the Company have been prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The financial statements have been prepared on the accrual basis and under the historical cost convention, except for certain financial instruments which are measured at fair value.
- (ii) The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous years except where a new standard is adopted.

1.03 Use of estimates:

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities and reported amounts of income and expenditure. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

1.04 Tangible Assets:

Tangible fixed Assets are stated at cost less accumulated depreciation/ amortisation and impairment losses, if any. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebate are deducted in arriving at the purchase price.

Gains and losses arising from derecognition of tangible fixed assets is measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of the profit and loss when the assets is derecognised.

1.05 Impairment of Assets:

- (i) To provide for impairment loss, if any, to the extent, the carrying amount of assets exceed their recoverable amount. Recoverable amount is higher of an assets net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life.
- (ii) Impairment losses recognized in prior years are revised when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in the carrying amount of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous year.

1.06 Depreciation:

Depreciation is provided using the straight line method as per the useful life of the assets estimated by the management as follows

Sl. No.	Particulars	Useful Lives
1.	Motor Car	8 year
2.	Furniture and Fixtures	10 year
3.	Air Conditioners	5 year

SINGHANIA BROTHERS LIMITED

CIN: L51909WB1982PLC035145

NOTE TO FINANCIAL CONSOLIDATED STATEMENT AS AT 31st MARCH 2025

1.07 Investments:

Investment that are readily realisable and intended to be held for not more than a year are classified as current investment. All other investment are classified as long-term investment. On initial recognition, all investment are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

On disposal of an investment, the difference between its carrying amount and net disposal proceed is charged or credited to the statement of profit and loss.

1.08 Inventories:

Closing Stocks has been valued at cost.

1.09 Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be

Sale of Shares:

Revenue from sale of shares is recognised when significant risk and rewards of ownership are passed to the buyer.

Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is

Dividend:

Revenue is recognised when the Company's right as a shareholder/unit holder to receive payment is established by the reporting date.

1.10 Taxes On Income:

Provision of Current Tax is made in accordance with the Income Tax Act, 1961.

1.11 Provisions, Earning Per Shares and Contingent Liabilities :

- (i) A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made.
- (ii) The earning considered in ascertaining the company's Earning Per Shares comprises net profit after tax. The number of shares (nominal value of Rs 10/- each) used in the computing Basic Earning Per shares is the weighted average number of shares outstanding during the year.
- (iii) Contingent liabilities Disclosure is made by way of notes for possible or present obligations that may, but probably will not, require outflow of resources as Contingent Liability.

1.12 Other Disclosures

(i) Fraud Reporting

No frauds were reported to the RBI during the year ended 31 March 2025.

(ii) Title Deeds of Immovable Properties

All immovable properties are held in the name of the Company. No exceptions.

(iii) Benami Property

No Benami property transactions reported during the year.

(iv) Struck Off Companies

No transactions with companies struck off by Registrar of Companies.

(v) Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution.

(vi) CSR Expenditure

Not applicable as the Company does not meet the thresholds under Section 135 of the Companies Act, 2013.

(vii) Pending Litigations

The Company does not have litigation which may impact financial position.

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

	Rs In Hundred	
	As at 31.03.2025	As at 31.03.2024
	In Rs.	In Rs.
2. Share Capital		
Authorised shares 1,04,54,000 (Previous year :1,04,54,000 Equity shares of Rs. 10/- each	10,45,400.00	10,45,400
Issued, Subscribed and Fully paid-up shares 12,25,036 (Previous year : 12,25,036) Equity shares of Rs. 10/- each, fully paid.	1,22,503.60	1,22,503.60
	1,22,503.60	1,22,504

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

	As at 31.03.2025		As at 31.03.2024	
	No.	In Rs.	No.	In Rs.
Equity Shares				
At the beginning of the period	12,250.36	1,22,503.60	12,250	1,22,504
Issued during the period	-	-	-	-
Outstanding at the end of the period	12,250	1,22,504	12,250	1,22,504

2.2 Details of Shareholders holding more than 5% shares in the company.

	As at 31.03.2025		As at 31.03.2024	
	No.	% Holding	No.	% Holding
Equity Shares				
Bimla Devi Singhania	1,82,440	14.89	1,82,440	14.89
TOTCO Business Private Limited	70,000	5.71	70,000	5.71
Singhanian Estate Private Limited	75,884	6.19	75,884	6.19
Sajjan Kumar Singhania Karta- Nandlal singhanian & Sons	6,19,500	50.57	6,19,500	50.57

2.3 Terms/ Rights attached to Equity Shares

- The Company has only one class of equity shares having a par value of Re 10/- per share. In the event of the liquidation of the company the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will in proportion to the number of equity shares held by the shareholders.
- There has been no change/movements in number of shares outstanding at the beginning and at the end of the above period.
- The company is not a holding company,
- No shares have been reserved for issue under option and contract/ commitments for the sale of shares/ disinvestment at the Balance sheet
- No shares have been allotted or has been brought back by the company during the period of 5 year preceding the date as at which the Balance sheet is prepared.
- No convertible securities has been issued by the company during the year.
- No call are unpaid by any Director and Officer of the company during the year
- Details of Shares held by promoters at the end of the year:

Promoter name	No of shareholding	Percentage of shareholding	% Change during the year
Anand Krishna Singhania	10,500	0.86	NO Change
Bimla Devi Singhania	1,82,440	14.89	NO Change
Nandlal Singhania & HUF	6,19,500	50.57	NO Change
Sajjan Kumar Singhania	40,000	3.27	NO Change

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

		Rs In Hundred	
	Para	As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
3. Reserve and Surplus			
3.1 General Reserve			
Balance as per last Financial Statements		2,50,000.00	2,50,000.00
Add: Transferred from Profit & Loss Account		-	-
Less: Adjustment of useful life of assets		-	-
Less: Transfer to Special Reserve Account.		-	-
	A	2,50,000.00	2,50,000.00
3.2 Special Reserve Account			
Opening Balance		1,83,150.00	1,78,150.00
Add: Transfer from General Reserve during the year.		-	-
Add: Transfer from Profit and loss account.		9,000.00	5,000.00
	B	1,92,150.00	1,83,150.00
3.2 Surplus/ (Deficit) in the Statement of Profit and Loss			
Balance as per last Financial Statements		4,61,817.09	4,46,893.31
Profit / (Loss) for the year		36,197.28	19,923.78
		4,98,014.37	4,66,817.09
Add: MAT Credit Entitlement A/c (2013-14)		-	-
Less: Appropriation			
Transferred to Special Reserve		9,000.00	5,000.00
Transferred to General Reserve		-	-
Net Surplus / (Deficit) in the statement of Profit and Loss	C	4,89,014.37	4,61,817.09
Total Reserves and Surplus	A+B+C	9,31,164.37	8,94,967.09

Note:

- a. 9,00,000/- is transfer to Special Reserve account as prescribed under sec 45-IC of the Reserve Bank of India Act, 1934.

		Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
4 Other Current Liability			
Electricity Expenses Payable		-	2.70
Audit Fee Payable		320.00	345.00
Income Tax Payable		0.97	-
		320.97	347.70

		Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31.03.2024 In Rs.
5 Short Term Provisions			
Provision for Income Tax		936.62	7,184.42
		936.62	7,184.42

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED**CIN: L51909WB1982PLC035145****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025****6 Tangible Fixed Assets:**

Particulars	Gross Block				Depreciation				Net Book Value	
	As at 31st March 2024	Additions	Withdrawals and Adjustments	For the year ended 31.03.2025	For the year ended 31.03.2024	For the year	Adjsutment of Useful life	For the year ended 31.03.2025	As at 31st March 2025	As at 31st March 2024
Motor Car	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39
Total	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39
Previous Year	13,827.82	-	-	13,827.82	13,136.43	-	-	13,136.43	691.39	691.39

Sajjan Kumar Singhanian
DIN: 00519841
Director

Shalini Singhanian
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145
2/10, GARDEN APARTMENT, SARAT BOSE ROAD, KOLKATA

ANNEXURE - 'A' annexed to Form No.3CD for the Assessment Year 2025-26

Sl. No.	Description of Assets	Rate of Depn.	W.D.V. As on 01/04/2024 (Rupees)	Additions/Deductions during the year with dates; in the case of any addition of an asset, date put to use; including adjustments on account of:-						Rs In Hundred	
				Amount (Rupees)	Date	Date put to use	Modified Value Added Tax credit claimed and allowed under the Central Excise Rules, 1944, in respect of assets acquired on or after 1st March 1994.	Change in rate of exchange of currency,	Subsidy or grant or reimbursement, by whatever name called	Depreciation Allowed (Rupees)	W.D.V. As on 31/03/2025 (Rupees)
	Motor Car	15%	1385.84							207.88	1,177.96
			<u>1385.84</u>							<u>207.88</u>	<u>1,178</u>

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

		Rs In Hundred														
	As at 31.03.2025 In Rs.	As at 31st March 2024 In Rs.														
9. Inventory (Valued at Cost) Stock as taken, valued and certified by the Management																
<table border="1"> <thead> <tr> <th rowspan="2">SHARES</th><th colspan="2">No. of shares</th></tr> <tr> <th>As at 31.03.2025</th><th>As at 31.03.2024</th></tr> </thead> <tbody> <tr> <td>HINDENGG EQ</td><td>753</td><td>753</td></tr> <tr> <td>MOHANMEAK EQ</td><td>73</td><td>73</td></tr> <tr> <td>RELJUTE EQ</td><td>26</td><td>26</td></tr> </tbody> </table>	SHARES	No. of shares		As at 31.03.2025	As at 31.03.2024	HINDENGG EQ	753	753	MOHANMEAK EQ	73	73	RELJUTE EQ	26	26	6,281.68 - -	6,281.68 - -
SHARES		No. of shares														
	As at 31.03.2025	As at 31.03.2024														
HINDENGG EQ	753	753														
MOHANMEAK EQ	73	73														
RELJUTE EQ	26	26														
	6,281.68	6,281.68														

Shalini Singhania
DIN: 00734227
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
10. Cash and Bank Balances		
Cash and Cash Equivalents:		
In current accounts	24,918.97	11,828.44
Cash on hand	1,096.33	1,054.62
	26,015.30	12,883.06

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
11. Short Term Loan and Advances		
(Unsecured considered good)		
Advance Income Tax	-	2,000.00
Income Tax Refundable	-	-
TDS	-	4,257.30
	-	6,257.30

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
12. Trade Receivables		
(Outstanding for less than 6 months from due date of payment)		
Undisputed Trade receivables – considered good)		
<u>From 0 to 1 Years</u>		
NITHIN EXPORT	37,990.80	41,690.08
Instakart Services Private Limited	18,483.99	18,483.99
ZETWERK MANUFACTURING BUSINESS P.LTD	-	4,922.05
Cbre South Asia Private Limited	16,731.44	16,731.44
DUNZO DIGITAL PRIVATE LIMITED	7,143.30	7,611.46
Kewal Kiran Clothing Limited	10,759.63	10,759.63
WEST COAST PAPER MILLS LIMITED	8,245.25	10,611.41
DB WEALTH CREATORS	4,00,000.00	-
	4,99,354.41	1,10,810.06

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
13. Revenue from Operation		
Profit on sale of Mutual Fund/Shares	25,107.79	6,336.50
Profit on Sale of Bond	-	139.16
Income on Bill Discount	94.66	32,488.21
	25,202.45	38,963.87

Sajjan Kumar Singhanian
DIN: 00519841
Director

Shalini Singhanian
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED
CIN: L51909WB1982PLC035145

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
14. Other Income		
Other Non Operating Income:		
Dividend Received	0.73	0.72
Interest Received (Gross)		
	73,627.32	42,571.59
<u>Profit from Associate Company</u>		
Singhanian Estate Private Limited	5,978.31	1,971.65
Totco Business Private Limited	-58.93	-73.75
	79,547.43	44,470.20

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
15. Change in inventories of stock in trade		
<u>Shares</u>		
Inventories at the beginning of the year	6,281.68	6,281.68
Less : Inventories at the end of the year	6,281.68	6,281.68
	-	-

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
16. Employee Benefit Expenses		
Salaries & Wages	19,804.46	24,416.02
	19,804.46	24,416.02

Sajjan Kumar Singhanian
DIN: 00519841
Director

Shalini Singhanian
DIN: 00734227
Director

SINGHANIA BROTHERS LIMITED**CIN: L51909WB1982PLC035145****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025**

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
17. Other Expenses		
Electricity Charges	50.60	40.00
Rent	3,680.88	3,680.88
		-
<u>Miscellaneous Expenses :</u>		-
Director Salary	18,000.00	19,800.00
Professional Fees	330.00	200.00
Depository Charges	23.60	10.15
Office maintenance Expenses	802.88	821.06
Printing and Stationary	61.04	69.76
Auditor's Remuneration	295.00	415.00
Filling Fees	97.54	76.78
Interest Paid	-	226.64
Listing Fees	142.78	142.78
Motor Car Expenses	2,585.80	1,137.20
Telephone Expenses	5,401.51	527.08
Advertisement Expenses	-	132.79
Courier Charge	49.64	194.50
Transaction charges	85.00	62.85
Bank Charges	78.37	16.00
Stock Exchange Fees	1,466.16	295.00
Legal Expenses	18.10	48.44
Subscription	59.00	308.15
Staff Welfare	10.55	16.72
Travelling Expenses	-	3,522.33
CIBIL Expenses	-	59.00
Business Promotion	4,945.89	1,043.37
	38,184.34	32,846.48

	Rs In Hundred	
	As at 31.03.2025	As at 31st March 2024
	In Rs.	In Rs.
17(1). Payment to Auditors		
Audit fee	345.00	345.00
Tax audit fee	70.00	70.00
	415.00	415.00

Sajjan Kumar Singhania
DIN: 00519841
Director

Shalini Singhania
DIN: 00734227
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

18. Related Party Disclosures

Information in accordance with the requirements of Accounting Standard-18 on Related Party Disclosure by the Institute of Chartered Accountants of India:

List of Related Parties where control exists and related party with whom transactions have taken place & relationships:

Name of Relate Party	Relationship
Smt. Bimla Devi Singhania	Key Managerial Personnel
Smt. Shalini Singhania	Key Managerial Personnel
Shri Sajjan Kumar Singhania	Key Managerial Personnel
Prompt Corporate Service Limited	
Prompt Commodities Limited	
Singhanian Estate Private Limited	
Totco Business Private Limited	
	Enterprises over which Key Managerial personnel are able to exercise significant influence.

Name of Relate Party	Nature of Transactions	Rs In Hundred	
		As at 31.03.2025 In Rs.	As at 31st March 2024 In Rs.
Shri Anand Krishna Singhania	Rent	1,800.00	1,800.00
Smt. Shalini Singhania	Director Salary	6,000.00	6,600.00
Shri Sajjan Kumar Singhania	Director Salary	6,000.00	6,600.00
Smt. Bimla Devi Singhania	Director Salary	6,000.00	6,600.00
Smt. Bimla Devi Singhania	Rent	1,800.00	1,800.00

	Rs In Hundred	
	As at 31.03.2025 In Rs.	As at 31st March 2024 In Rs.
19. Earning Per Share (EPS)		
i Net Profit after Tax as per statement of Profit & Loss attributable to equity shareholders (Amount in Rs.)	36,197.28	19,923.78
ii Weighted average no. of equity shares used as denominator for calculationg EPS	12,250.36	12,250.36
iii Basic & Diluted Earning per share	2.95	1.63
iv Face Value per equity share	10.00	10.00

20. Provision has not been made for liability towards retirement benefits to employees as prescribed in Accounting Standard-15 "Accounting for Retirement Benefits in the financial statement of Employer" issued by the Institute of Chartered Accountants of India. The amount towards such liabilities remain unascertained. In the opinion of the management, the company does not have such number of employees which may give rise to a substantial liability towards Retirement Benefits at a future date. Further, valuation from Actuary is also not feasible in view of small number of employees.

21. There are no Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006, within the appointed date during the year and no MSMs to whom the Company owes dues on account of principal amount together with interest at the Balance Sheet date, hence no additional disclosure have been made.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31st MARCH 2025

22. Previous year figures are regroup / rearrange whenever required.

23. ACCOUNTING RATIOS:	2025	2024
(i) Current Ratio (Current Asset : Current Liabilities)	422.75	18.09
(ii) Debt-Equity Ratio [Total Debts : Total Shareholders' Equity]	0.00	0.00
(iii) Debt Service Coverage Ratio (Net Operating Income : Total Debt Service)	0.00	0.00
(iv) Return on Equity Ratio (Net Income : Shareholders' Equity)	0.03	0.02
(v) Inventory Turnover Ratio (Net Sales : Average Inventory at Selling Price)	4.01	6.20
(vi) Trade Receivable Turnover Ratio (Net Credit Sales : Average Trade Receivable)	0.05	0.35
(vii) Trade Payable Turnover Ratio (Net Credit Purchase : Average Trade Payable)	0.00	0.00
(viii) Net Capital Turnover Ratio	0.05	0.30
(ix) Net Profit Ratio (Net Profit : Net Sales)	0.70	1.96
(x) Return On Capital Employed	0.04	0.03
[Earning Before Interest and Tax (EBIT) : Capital Employed (Total Assets - Current Liabilities)]		
(xi) Return on Investment : (Net Return on Investment : Cost of Investment)		

24. Loans & Advances to Directors/KMP/Related Parties:

The Company has not granted any loans or advances to Directors or KMP or related parties during the year, except those disclosed under Related Party Transactions.

25. Segment Reporting

The Company operates in a single business segment, namely NBFC activities, and within a single geographical segment.

26. Prudential Norms Applicability

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) as a Non-Deposit Taking, Non-Systemically Important NBFC. Accordingly, certain disclosures relating to Capital Adequacy Ratio (CRAR), Asset Liability Management (ALM) and other prudential norms are not applicable to the Company.

27. Asset Classification & Provisioning Policy

In accordance with the prudential norms prescribed by the RBI, all loans and advances have been classified as Standard Assets. The Company does not have any Non-Performing Assets (NPAs) as at the Balance Sheet date. Hence, no provision for Non-Performing Assets is required to be made in these financial statements.

28. Concentration of Exposures

The Company does not have any exposure to a single borrower or group of borrowers exceeding 10% and 15% of its owned funds, respectively, as at the Balance Sheet date.

29. The Company does not have any contingent liabilities or commitments as at 31st March 2025 (Previous year: Nil).

30. The Company has not received any customer complaints during the year ended 31st March 2025 (Previous year: Nil). The Company does not have any retail or public customers.

For S.C. SWAIKA CO.
CHARTERED ACCOUNTANTS
Firm Regn. No. : 322137E

For and on behalf of the Board of Directors of Singhania Brothers Ltd.

(CA. Subhash Chandra Swaika)
Proprietor
Membership Number : 053694
UDIN: 25053694BMTEOW5897
Place: Kolkata
Date: 28/08/2025

Sajjan Kumar Singhania
[Director]
DIN: 00519841

Shalini Singhania
[Director]
DIN: 00734227