



SANCO TRANS LIMITED

"Service And Trust - Part Of Our Tradition"

**45th Annual Report
2025**



K.SANTHANAM
(1929 - 1981)
FOUNDER - SANCO GROUP

“Business is religion and religion is business; the man who does not make a business of his religion, has a religion of no force, and the man who does not make a religion of his business, has a business life of no character.”



SANCO TRANS LIMITED

AWARDS RECEIVED

2023 Top CFS Operator of the Year - (South East India)

2018 Top CFS of the Year Award (The Tamil Chamber of Commerce)
Awarded by His Excellency Mr. Venkaiah Naidu, Vice President of India.

2018 Most Diversified Logistics Company of the Year
Award - (South East India)

2016 Port Services Provider of the year - Cargo & Logistics Sector
Award - (South East India)

2015 Top Container Maintenance & Repair
Award - (South East India)

2014 Lifetime Achievement Award presented to Mr. V.Upendran
Award for Excellence in Cargo & Logistics Sector (South East India)

2014 SICCI & Times of India Award

2014 & 2011 Top Container Maintenance & Repair
Award - (South East India)

2013 Young Logistics Entrepreneur
Award to S.Sathyanarayanan (South East India)

2012 - Logistics Company of the year Award (South East)

2011 Top Customs Duty paid Award
(The Tamil Chamber of Commerce)
Awarded by: His Excellency Dr.Mr. Rosaiah-Governor of Tamilnadu

2011 Top CFS Award
(The Tamil Chamber of Commerce)
Awarded by: His Excellency Dr.Mr. Rosaiah-Governor of Tamilnadu

2010 Top Customs Duty Paid Award
(The Tamil Chamber of Commerce)
Awarded by: His Excellency Mr.Surjit Singh Barnala-Governor of Tamilnadu

2008 Top CFS of the year Award
(DP World Port)

2005 Top Concor Railway Service Award (Concor)



Most Diversified Logistics Company of the Year Award - 2018



Port Services Provider of the Year Award - 2016



"EXIM Life Time Achievement Award" Shri V.Upendran (C&MD-Sanco Trans Ltd.)



Honorable Minister of Shipping Mr. G.A VASAN presents "SICCI & Times of India" - Award



"Young Logistics Entrepreneur Award 2013"



"CFS Container Maintenance & Repair Award 2014"



Award by: His Excellency Dr. Mr. Rosaliah - Governor of Tamil Nadu



Top CFS Award 2018



Award by: His Excellency Dr. Mr. Rosaliah - Governor of Tamil Nadu



Award by: His Excellency Mr. Suresh Singh Barnala Governor of Tamil Nadu



"Concor Railway Service Award"



DP-World Port Award

TOP-"CFS" of the Year



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CORPORATE INFORMATION

Corporate Identification No. : L60220TN1979PLC007970

Board of Directors

V Upendran - Executive Chairman
 S Sathyanarayanan - Managing Director
 U Udayabhaskar Reddy - Wholetime Director
 S R Srinivasan - Director-Finance & Chief Financial Officer
 S Devaki
 P R Renganath
 Bharath Venkat Epur
 Vikram Vijayaragavan (w.e.f. 21st November, 2024)
 Ramya Badrinarayanan (w.e.f. 21st November, 2024)
 T R Chandrasekaran (w.e.f. 5th May, 2025)
 R Vijayaraghavan (till 14th September, 2024)
 V Govind (till 14th September, 2024)
 V Shankar (till 14th September, 2024)

Company Secretary

Prasanna N

Registered Office

S.T. Tower, New No. 24 & 25, II Floor,
 Second Line Beach Road, Chennai - 600 001.
 Tel.: 91-44-66449000
 Fax: 91-44-66449009
 Website : www.sancotrans.com
 Email ID : shareholder@sancotrans.com

Branch Offices

Bangalore, Chennai (Container Freight Station),
 Coimbatore, Mumbai

Bankers

HDFC Bank

Auditors

M/s. M. S. Krishnaswami and Rajan
 Chartered Accountants
 GB Anand Apartments, JP Avenue,
 6th street, Dr.Radhakrishnan Road,
 Mylapore, Chennai - 600004.

Registrars & Share Transfer Agents

M/s. Cameo Corporate Services Limited
 Subramanian Building, No.1, Club Road
 Chennai – 600 002.
 Telephone No.2846 0390 (6 Lines)

Listing of Equity Shares

BSE Limited, Mumbai.

Annual General Meeting

Thursday, July 31, 2025 at 10.30 A.M.
 through Video Conferencing (VC / OAVM)



DIRECTORS' REPORT

Dear Members,

The Directors are pleased to present their 45th Annual Report of the Company, together with the Audited Financial Statements for the year ended March 31, 2025.

1. Financial highlights (Rs. Lakhs)

	For the Year 2024-25	For the Year 2023-24
Total Income	10889.16	10163.55
Profit before Interest, Depreciation and Taxes	842.41	718.20
Interest	87.91	104.59
Depreciation and amortization	487.42	420.99
Profit before tax	267.08	192.62
Tax expense	117.80	77.76
Profit after tax	149.28	114.86

2. Management Discussion & Analysis

A detailed analysis on the performance of the industry, the company, internal control systems, risk management are enumerated in the Management Discussion and Analysis report forming part of this report and annexed as 'Annexure A'.

3. Dividend

The Directors have recommended 27% (Rs. 2.70 per equity share of Rs. 10/- each) dividend for the financial year ended March 31, 2025. Payment of Dividend is subject to the approval of shareholders at the ensuing Annual General Meeting. The Company has not transferred any amount from General Reserve account to retained earnings.

4. Unclaimed Dividends

There are no unclaimed dividends to be transferred to the credit of Investor Education and Protection Fund as on date.

5. Directors

i. Appointment and Re-appointment of Directors:

Mr. Udayabhaskar Reddy. U, Whole Time Director, retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment. Mr. T. R. Chandrasekaran is appointed as a Non-Executive Independent Director of the Company with effect from May 05, 2025 subject to the approval of shareholders in the ensuing Annual General Meeting. The Board recommends the re-appointment of Mr. Udayabhaskar Reddy U, Whole Time Director and Mr. T. R. Chandrasekaran, Independent Director.



DIRECTORS' REPORT

ii. Statement on Declaration by the Independent Directors of the Company:

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company under the web link <http://www.sancotrans.com/stl.html>.

6. Auditors

M/s. M. S. Krishnaswami and Rajan, Chartered Accountants, Chennai (ICAI Regn. No. 01554S), Statutory Auditors of the company hold office till the conclusion of the Forty Seventh Annual General Meeting of the Company.

The Auditor's report to the shareholders on the financial statement for the year ended March 31, 2025 does not contain any qualification, observation or any adverse remarks.

7. Corporate Governance

The Company is in full compliance with the Corporate Governance guidelines as laid out in the in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date. As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance is attached as 'Annexure B' to this Report.

The Auditors' Certificate of the Compliance with the Corporate Governance requirements by the Company is attached as 'Annexure C' to this Report.

The Executive Chairman and Chief Financial Officer (CFO) certification as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as 'Annexure D' to this Report.

8. Subsidiaries, Associates and Joint Ventures

The Company is not having any subsidiary / joint venture / associate companies as at March 31, 2025. Hence disclosure under this clause does not arise.

9. Annual Return

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at the web link <http://www.sancotrans.com/stl.html>.

10. Board Meetings held during the year

During the year, 6 (Six) meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached to this Report.



DIRECTORS' REPORT

11. Directors' responsibility statement

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) and 134(5) of the Companies Act, 2013:

- a. in the preparation of the annual financial statements for the year ended March 31, 2025, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- b. for the financial year ended March 31, 2025, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit of the Company for the year ended March 31, 2025.
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. the annual financial statements have been prepared on a going concern basis.
- e. that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

12. Remuneration Policy of the Company

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Corporate Governance Report which is attached to this Report.

13. Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013, during the financial year under review.

14. Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Ms. A.K. Jain & Associates, Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2025. The Secretarial Audit Report (in Form MR-3) is attached as 'Annexure E' to this Report.



DIRECTORS' REPORT

Reply to Secretarial Auditor's qualification:

The Board has appointed two Independent Directors on 21.11.2024 within three months of vacancy. The third Independent Director was appointed on 18.01.2025 and the Company since complied with LODR Regulations, 2015. The Company has paid the fine amount for non-compliance period.

15. Related Party Transactions

During the year, all transactions entered by the company with Related Parties were in the ordinary course of business and at arm's length pricing basis. The Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

There were no materially significant transactions with Related Parties during the financial year 2024-2025 which were in conflict with the interest of the Company.

Suitable disclosures as required under Ind-AS 24 have been made in Notes 36 and 37 of the Notes to the financial statements. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure F in Form AOC-2 and the same forms part of this report.

The policies on Related Party Transactions and Material Subsidiary as approved by the Board of Directors have been posted in the website under the web link <http://www.sancotrans.com/stl.html>.

16. Risk Management Policy

The Company has a proper Risk Management policy towards operations and administrative affairs of the Company formulated by the Risk Management Committee.

The Risk Management Committee reviews the Policy at regular intervals of time and ensures proper implementation of the policy formulated.

17. Corporate Social Responsibility (CSR) initiatives

CSR is not applicable for the financial year 2024-25 as it does not meet the criteria prescribed under Section 135 of the Companies Act 2013. The CSR policy is available on the website of the Company.

18. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors at their meeting held on 22.03.2025 without the participation of the Non-Independent Directors and Management, considered/evaluated the Boards' performance, performance of the Chairman and other Non-Independent Directors.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination & Remuneration and Stakeholders Relationship Committee) and individual Directors (without participation of the relevant Director).



DIRECTORS' REPORT

19. Vigil Mechanism/Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Whistle Blower Policy has posted in the website under the web link <http://www.sancotrans.com/stl.html>. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

20. Public Deposits

During the financial year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

21. Material changes and commitments affecting the financial position of the Company which have occurred between March 31, 2025 and May 27, 2025 (date of the Report)

There were no material changes and commitments affecting the financial position of the company between the end of financial year (March 31, 2025) and the date of the Report (May 27, 2025).

22. Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the Going Concern status of the Company

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

23. Conservation of energy, technology absorption

Disclosure of information regarding conservation of energy and technology absorption is not applicable to the Company.

24. Foreign exchange earnings and outgo

During the year your company earned foreign exchange to an extent of Rs.55.03 Lakhs (2023-24: Rs.39.72 Lakhs) and expended foreign currency to an extent of Rs.105.01 Lakhs (2023-24: Rs. 45.01 Lakhs).

25. Particulars regarding employees

There are no employees whose details are required to be furnished in terms of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12)



DIRECTORS' REPORT

of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection at the registered office of the company during working hours. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee and free of cost.

26. Industrial relations

Industrial relations remained cordial and harmonious throughout the year.

27. Acknowledgements

The Directors wish to thank all the employees, shareholders, bankers, customers, suppliers and Government Authorities for their continued co-operation throughout the year.

For and on behalf of the Board of Directors

Place : Chennai
Dated : May 27, 2025

V Upendran
Executive Chairman
(DIN: 00557511)



ANNEXURE A TO DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. About the Company

The Company was incorporated by late Sri K Santhanam Reddiar in the year 1979 as a Private Limited Company with a paid up share capital of Rs. 5 Lakhs which took over his proprietary business carried on in that name and was converted into a Public Limited Company in the year 1986.

The key performance indicators of the company for 10 years are given below:

(Rs. in Lakhs)

Year ended 31st March	Revenue	Profit before tax	Profit after tax	Total Com- prehensive income	Net worth	Fixed Assets-net	Dividend %	Earnings per share (Rupees)
2016	7723.34	116.99	107.36	NA	9912.89	11702.08	18	5.96
2017*	8481.53	32.02	68.00	63.92	9747.38	11103.87	9	1.81
2018*	9122.94	(202.55)	(79.29)	(75.14)	9326.27	10394.77	9	(4.41)
2019*	10830.58	(51.55)	(37.27)	(54.89)	9322.49	9976.87	9	(2.07)
2020	9795.49	19.94	11.94	7.66	9310.59	10022.96	-	0.66
2021	10360.20	448.17	292.18	280.67	9591.26	9920.12	15	16.23
2022	12004.73	1130.83	834.16	831.34	10395.59	9830.89	45	46.34
2023	11026.87	168.62	136.97	125.18	10439.78	8751.25	12	7.61
2024	10163.55	192.62	114.86	109.44	10527.62	9009.80	15	6.38
2025	10889.16	267.08	149.28	153.28	10653.90	8983.99	27	8.29

*Figures are regrouped/restated as per Indian Accounting Standards

B. Industry Progress and outlook:

Despite global economic headwinds, India's growth remains stable at 6.5%, supported by strong domestic demand. Inflation is under control, though core inflation remains sticky, necessitating careful monetary management. Trade challenges persist due to weak global demand, but a narrowing trade deficit offers some relief. While foreign investor outflows pose risks, robust domestic investment provides resilience. The RBI's proactive policies have played a crucial role in stabilizing liquidity and inflation expectations. Overall, India's economy is well-positioned for growth, but uncertainties in global markets, financial volatility, and trade disruptions remain key risks. Sustained policy support and domestic resilience will be essential in maintaining economic momentum.



ANNEXURE A TO DIRECTOR'S REPORT

The ongoing wars have continued to play a major role in the disruptions of global supply chain system , added to the recent political upheaval about reciprocal tariffs.

Our Agriculture sector is expected to grow at 3.8% while the Industry Sector is to grow at 6.2% & the services sector is to grow by 7.2 %.

As indicated earlier , the continued impetus shown by both the Central government and the State government in implementing the infrastructural spendings on the Multimodal park and the state government committing its share by following up on the state logistics policy and announcing to come out with a separate warehousing policy , will only bring in more focus and investment in the logistics space .

The state government's extended support in starting the ever stalled project to connect the Chennai port from outside the city by way of an elevated highway , has been a very positive sign as the National Highways have now extended the origin of the elevated road by another 10 kms approximately , to connect the Chennai – Outer Periphery road. This step will give the much-required room for the authorities in planning for the future , which will contribute in the increase of the business volume to this region, benefitting the company with increased volume in Exports segment.

As of now between the 4 terminals in chennai , ports have reached 90% of the capacity , indicating urgent need to augment the capacity , by adding another port or terminal . The government has initiated the right step and are adding capacity at Ennore Kamarajar port.

C. Financial Review

During FY 2024-25 the company has registered a growth of 7.14% in Total Income. Revenue from operations has increased to Rs. 105 Crores in FY 2024-25 as compared to 98 Crores during FY 2023-24. Contribution has gone up in line with the increase in revenue from operations.

Profit before tax has increased by 38.66% during this year compared to previous year despite increase in fixed costs. EBIDTA has recorded an increase of Rs.124 Lakhs this year.

Finance costs has declined further in FY 2024-25 on account of reduced utilization of cash credit facilities, repayment of borrowings and better interest rates on new borrowings.

Depreciation for the year has increased mainly on account of additions to vehicles.

D. Internal Control Systems and their adequacy

The company's internal control system has been developed taking into account the size of operations to make sure that it would provide for accurate recording of transactions which in turn provides for safe guarding of assets and for compliance to mandatory accounting standards.



ANNEXURE A TO DIRECTOR'S REPORT

Consequent to the implementation of Companies Act, 2013 (Act), the Company has complied with the specific requirements in terms of Section 134(5)(e) of the said Act calling for establishment and implementation of an Internal Financial Control framework that supports compliance with requirements of the Act in relation to the Directors' responsibility statement.

The Internal Auditor of the company carried out periodical verifications at all locations and all divisions as per the audit plan approved by Audit Committee. The observations are discussed with management and actions wherever required to strengthen the controls are taken. Significant observations are placed and discussed in Audit Committee every quarter.

Further, MD and CFO certification are provided in the Annual Report confirming the existence on adequacy of our internal financial control systems and procedures.

E. Opportunities and Threats

We believe that our strengths includes

- Facilities to handle 7500 TEUs per month to handle Import Laden Container and 1000 TEUs per month to handle Export Laden Container.
- 9 acres of leasehold space dedicated for Maintenance & Repair service (International Standard M&R Licensed - IICL).
- Availability of sufficient number of operating equipments like Reach Stackers to handle the containers without delay.
- Professionally engineered yard for economical stacking and delivery.
- Warehouse space availability (bonded, general warehouse, export and import) 50,000 sq.ft

Despite the above strengths, the company's business volume depends on the volume handled at Chennai port. Consequently, the revenues/profits of the company are difficult to predict. Risk factors includes global economic condition and domestic demand and supply.

F. Risk Management

The Risk Management Committee discusses with Heads of Divisions for assessment of risks and will put risk mitigation plans wherever required.

G. Human Resources

During the year under review, the total number of people on the rolls of the company is 142 and the company sustained harmonious and cordial relations all through the year.



ANNEXURE A TO DIRECTOR'S REPORT

H. Ratios

Particulars	31.03.2025	31.03.2024
Debtors Turnover ratio	4.08	3.99
Interest Coverage ratio	4.04	2.84
Current ratio	1.28	1.18
Debt equity ratio	0.08	0.11
Operating profit margin (%)	5.29%	4.88%
Net profit margin (%)	1.42%	1.17%
Return on net worth (%)	1.42%	1.09%

Reason:

The reason for change in ratio during the year 2024-25 compared to the year 2023-24 by more than 25% due to increase in profits / revenue.

I. Cautionary note

Statements in this report discloses forward looking information that set our anticipated results based on the management's plans and assumptions to enable investors to fully appreciate our prospects and take informed investment decisions. The company cannot, of course, guarantee that these forward looking statements will be realized, although the company believes it has been prudent in its assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should the underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.



ANNEXURE B TO DIRECTOR'S REPORT

REPORT ON CORPORATE GOVERNANCE

1. Philosophy on Corporate Governance

The Board of Directors and the Management of Sanco Trans Limited commit themselves to

- Strive towards enhancement of shareholder value through
 - sound business decisions
 - prudent financial management and
 - high standards of ethics throughout the organization
- Ensure transparency and professionalism in all decisions and transactions of the company; and
- Achieve excellence in Corporate Governance through
 - conforming to and exceeding wherever possible; the prevalent mandatory guidelines on Corporate Governance
 - regular review of the Board processes and the management systems for further improvement
- Apart from the above stated objectives the Board and the Management have been following scrupulously the abiding philosophy of the Founder of the Company Late Sri K Santhanam Reddiar which is reflected in the below mentioned words-

“Business is religion and religion is business; the man who does not make a business of his religion, has a religion of no force, and the man who does not make a religion of his business, has a business life of no character.”

Following the above stated philosophy, Sanco Trans Limited, as a freight facilitator is Committed-

- to provide comprehensive and fully integrated service through extensive network, deploying modern equipment, engaging efficient professionals to cater to the needs of customers
- to build up transparent working environment to facilitate cost effective service and to provide more than reasonable return for the shareholders.

2. Board of Directors

The Board comprises of five Independent Directors, one Non-Independent Director and four Executive Directors currently.

a. Composition

i) Independent Directors

1. Mr. P. R. Renganath
2. Mr. Bharat Venkat Epur
3. Vikram Vijayaragavan (w.e.f. 21st November, 2024)
4. Ramya Badrinarayanan (w.e.f. 21st November, 2024)
5. T R Chandrasekaran (w.e.f. 5th May, 2025)
6. R Vijayaraghavan (till 14th September, 2024)
7. V Govind (till 14th September, 2024)
8. V Shankar (till 14th September, 2024)



ANNEXURE B TO DIRECTOR'S REPORT

ii) Non-Independent Director

1. Mrs. S. Devaki

iii) Executive Directors

Mr. V. Upendran - Executive Chairman

Mr. S. Sathyanarayanan - Managing Director

Mr. U. Udayabhaskar Reddy - Whole Time Director

Mr. S. R. Srinivasan - Director – Finance

None of the Independent Directors are related to each other and to other Directors.

b. Attendance at Board meetings and last Annual General Meeting (AGM).

Name of Director	No of Board meetings attended during the year 2024-2025	Whether attended last AGM held on Sept 9, 2024
Mr. V Upendran	5	Yes
Mr. S Sathyanarayanan	6	Yes
Mr. U Udayabhaskar Reddy	6	Yes
Mrs. S Devaki	2	Yes
Mr. S R Srinivasan	6	Yes
Mr. P R Renganath	5	Yes
Mr. Bharat Venkat Epur	5	Yes
Mr. Vikram Vijayaraghavan	2	N/A
Mrs. Ramya Badrinarayanan	2	N/A
Mr. T. R. Chandrasekaran	N/A	N/A

c. Details of memberships of Directors in Boards of other public Companies:

Name of Director	No. of Directorship in other Public Companies including listed entities and name of the companies (excluding Sanco Trans Limited)				Name of the listed entities included in these public companies (Refer Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
	As member		As chairman		
Mr. V Upendran	Nil	--	Nil		Nil
Mr. S Sathyanarayanan	1	The Devashola Nilgiri Tea Estates Company Limited	Nil	--	Nil
Mr. U Udayabhaskar Reddy	Nil	--	Nil	--	Nil
Mrs. S Devaki	Nil	--	Nil	--	Nil



ANNEXURE B TO DIRECTOR'S REPORT

Name of Director	No. of Directorship in other Public Companies including listed entities and name of the companies (excluding Sanco Trans Limited)				Name of the listed entities included in these public companies (Refer Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
	As member		As chairman		
Mr. S R Srinivasan	Nil	--	Nil	--	Nil
Mr. P R Renganath	Nil	--	Nil	--	Nil
Mr. Bharat Venkat Epur	Nil	--	Nil	--	Nil
Mr. Vikram Vijayaraghavan	6	<ul style="list-style-type: none">• Currents Technology Retail (India)Limited• Redington (India) Investments Limited• IP Rings Limited• T Stanes and Company Limited• Amalgamations Repco Limited• Bimetal Bearings Limited		2	<ul style="list-style-type: none">• IP Rings Limited• Bimetal Bearings Limited
Mrs. Ramya Badrinarayanan	Nil	--	Nil	--	Nil
Mr. T R Chandrasekaran	Nil	--	Nil	--	Nil

d. Details of memberships of Committees of the Board of other public companies:

Name of Director	*No. of Committee position in other Public Companies including Sanco Trans Limited (Refer Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)			
	As member		As chairman	
Mr. V Upendran	Nil	--	Nil	
Mr. S Sathyanarayanan	1	1. Sanco Trans Limited – Stakeholder Relationship Committee	Nil	--
Mr. U Udayabhaskar Reddy	1	1. Sanco Trans Limited - Audit Committee	Nil	--



ANNEXURE B TO DIRECTOR'S REPORT

Name of Director	*No. of Committee position in other Public Companies including Sanco Trans Limited (Refer Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)			
Mrs. S Devaki	Nil	--	Nil	--
Mr. S R Srinivasan	1	1. Sanco Trans Limited – Stakeholder Relationship Committee	Nil	--
Mr. P R Renganath	Nil	--	1	1. Sanco Trans Limited - Audit Committee
Mr. Bharat Venkat Epur	1	1. Sanco Trans Limited - Audit Committee	1	1. Sanco Trans Limited – Stakeholder Relationship Committee
Mr. Vikram Vijayaraghavan	1	1. Sanco Trans Limited - Audit Committee	5	1. IP Rings Limited i. Audit Committee – Chairman ii. Stakeholder Relationship Committee – Chairman 2. Amalgamations Repco Limited i. Audit Committee – Chairman 3. Bimetal Bearings Limited i. Audit Committee – Chairman ii. Stakeholders Relationship cum Investors Grievances Committee – Chairman
Mrs. Ramya Badrinarayanan	Nil	--	Nil	--
Mr. T. R. Chandrasekaran	Nil	--	Nil	--
*Represents memberships in Audit committee and Stakeholders' Relationship Committee of Public Companies				



ANNEXURE B TO DIRECTOR'S REPORT

Principal / core skills / expertise / competence of the Board of Directors:

While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/expertise/ competencies as required in the context of its business and sector(s) to function effectively.

Skill	Description
Leadership/strategy	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/operations and Organisations and people management.
Logistics/Transport Experience	Knowledge and experience in Logistics and Transport industry and foundry and in managing business operations of a sizeable organization in the business of Logistics, Transport and Warehousing.
Financial	Practical knowledge and experience in Corporate Finance, accounting and reporting and internal financial controls, including ability to assess financial impact of decision making and ensure profitable and sustainable growth.
Governance	Board level experience in reputed Organisations, with understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance.
Regulatory	Strong expertise and experience in corporate law and regulatory compliance in India and overseas.

Board of Directors is well structured to ensure a high degree of diversity by age, gender, educational qualifications, professional background, present activity, sector expertise and special skills (classification). Board comprises a range and balance of skills, experience, knowledge, social-economic backgrounds and independence.

Professional Background & Skills / expertise / competency of Directors.

Name of the Directors	Brief description about the Directors
Mr. V. Upendran, Chairman	He was the Managing Director of the Company since January 01, 1986 and has extensive experience in Logistics and Transport Sector for a period of four decades. He had held important positions in various chambers of commerce. He was a Trustee of Chennai Port Trust. He was President of The Chennai Customs House Agents' Association. He was President of National Association of Container Freight Stations.
Mr. S. Sathyanarayanan Managing Director	He was appointed as Director of the Company in August 1995 and Whole Time Director of the Company in March 2000. He was appointed as Deputy Managing Director for a period of three years effective April 01, 2005 and has the distinction of leading the Company since then. He was appointed as Joint Managing Director of the Company with effect from April 01, 2019 and re-designated as Managing Director with effect from April 01 2023. He has rich experience in business strategies and in-depth knowledge of Logistics, Transport, Container Freight Station and Warehousing business.



ANNEXURE B TO DIRECTOR'S REPORT

Name of the Directors	Brief description about the Directors
Mr. U. Udayabhaskar Reddy Whole Time Director	He was appointed as Whole Time Director of the Company in July 2008 and has the distinction of leading the Company since then. He has worked in the various divisions of the Company since 1997 and has a rich experience in the business of the Company including EXIM Logistics, Transport and Warehousing.
Mrs. S. Devaki Non-Executive Director	She holds directorship in the company since its incorporation. She has experience in general management, administration and decision making. Her contributions and guidance have played a major role in the growth of the company.
Mr. S. R. Srinivasan Director – Finance & Chief Financial Officer	He was appointed as Director - Finance of the Company in the year 2011 and managing the Finance and Accounts of the Company since then. He has more than 33 years of work experience in the Finance and Accounts of multinational companies in India before joining this Company. He has rich experience in general management and administration and knowledge of economic scenario.
Mr. P. R. Renganath Independent Director	He is a LLM (Commercial & Corporate Laws) Graduate from London and B.A.,B.L. Graduate. He is also a Chartered Accountant. He is a practicing lawyer in a law firm based in Chennai. He has more than 15 years of experience & specialization in Tax law, commercial law, company law, constitutional & administrative law.
Mr. Bharat Venkat Epur Independent Director	Mr. Bharat Venkat Epur is a graduate in Mechanical Engineering from the Indian Institute of Technology, Madras and did his Post Graduate studies at University of Pennsylvania. He has experience of managing & administering various entities for more than three decades.
Mr. Vikram Vijayaraghavan Independent Director	<p>Mr. Vikram Vijayaraghavan holds</p> <ol style="list-style-type: none"> B.L degree, Madras Law College, TNDALU, Chennai Masters of Science in Accountancy, Gies College, University of Illinois Urbana-Champaign (UIUC), USA M.S Electrical Engineering, Stanford University, Palo Alto, CA, USA M.S Computer Science (with Distinction in Research), Stanford University, Palo Alto, CA B.E., Computer Science & Engg., University of Madras <p>Mr. Vikram Vijayaraghavan is an Advocate, specializing in corporate and taxation litigation and consultation, at one of the leading tax firms in South India, M/s Subbaraya Aiyar, Padmanabhan & Ramamani (SAPR) Advocates, Chennai. Mr. Vikram Vijayaraghavan has also given a number of talks in India and abroad on taxation related matters as well as contributed a number of articles and chapters to books and journals on taxation matters.</p>



ANNEXURE B TO DIRECTOR'S REPORT

Name of the Directors	Brief description about the Directors
Mrs. Ramya Badrinarayanan Independent Director	<p>Mrs. Ramya Badrinarayanan holds</p> <ul style="list-style-type: none"> a) Masters in Accounting from University of Massachusetts, Boston b) Masters in Business Administration – Finance from University of Madras, Chennai, India c) Bachelor's in Commerce, from University of Madras, <p>She holds Level 1 (highest level) Certification in Japanese Language Proficiency Test.</p> <p>She has a professional experience for more than twenty years in multinational corporates. Her area of expertise includes Accounting and Risk Analysis. She has proficiency in Japanese language and is a freelance senior interpreter for various leading companies. She is also conducting training programs in various corporates.</p>
Mr. T. R. Chandrasekaran Independent Director	<p>Mr. T. R. Chandrasekaran is a Graduate in Commerce and a qualified Chartered Accountant. He also holds Diploma in Labour Law and administrative Law. He commenced his career in Automobile industry in 1972. He then joined as a Specialist Chartered Accountant in 1976 with Indian Bank and worked in various capacities for 30 years. He later served as Vice President of Indian Bank Mutual fund and subsequently as a Director in banks and listed companies. He is currently practicing as Chartered Accountant.</p>

Details of Directors seeking re-appointment at the ensuing Annual general meeting have been furnished in the Notice convening the meeting of the Shareholders.

The details of shares held by the Directors of the Company are furnished below:

Name of the Director	No of equity shares
Mr. V. Upendran	79900
Mr. S. Sathyanarayanan	414832
Mrs. Ramya Badrinarayanan	500

There are no shares held by any other Directors.



ANNEXURE B TO DIRECTOR'S REPORT

Board meetings held during the year 2024-2025 and attendance details:

Date of meeting	Total no. of Directors	No of Directors Present
May 30, 2024	10	9
August 10, 2024	10	7
November 11, 2024	7	6
November 21, 2024	7	5
January 18, 2025	9	8
February 11, 2025	9	9

- The time gap between any two meetings did not exceed 120 days.
- The last Annual General Meeting was held on September 09, 2024.

Secretarial Standards

The Institute of Company Secretaries of India (ICSI) has published Standards on secretarial practices relating to meetings of the Board/Committees, General meetings, Dividends, etc. The Secretarial and the operating practices of the Company are in line with the above Secretarial Standards. Information required as per Part A of Schedule II to SEBI Listing Regulations is provided to the Board at every meeting.

The company has put in place a system to familiarize the Independent Directors about the company's operations and business. In addition, the company also undertakes various measures to update the Independent Directors about the ongoing events and developments relating to the company. The company has disclosed the familiarization programme on its website under the web link <http://www.sancotrans.com/stl.html>.

3. Audit Committee

a. Composition, Names of Members and Chairman:

The Audit Committee comprises of Independent Directors, with Mr. P R Renganath as Chairman, Mr. Bharat Venkat Epur as Member Mr. Vikram Vijayaraghavan as Member and Mr. Udayabhaskar Reddy as Member

All the members of the Audit Committee have the expertise in finance and in general management. Mr. P R Renganath is a Chartered Accountant and have 15 years' experience & specialization in Tax law, commercial law. Mr. Bharat Venkat Epur is Partner of a renowned firm of Advocates, specialized in Taxation matters and corporate law. Mr. Vikram Vijayaraghavan is an Advocate, specializing in corporate and taxation litigation and consultation, at one of the leading tax firms in South India and Mr. Udayabhaskar Reddy is a Wholtime Director of the Company and has a rich experience in the business of the Company including EXIM Logistics, Transport and Warehousing.



ANNEXURE B TO DIRECTOR'S REPORT

b. Terms of reference in brief:

The Audit Committee reviews the quarterly / half yearly / annual financial statements and holds discussions with statutory auditors on the "Limited Review" of the quarterly / half-yearly accounts and review of annual accounts, matters relating to compliance with Accounting Standards, the Auditors' observations arising from the audit, areas of concern and other related matters.

The Committee also reviews at every meeting audit plan, significant observations arising from the reports of the Internal Auditor, areas of concern, adequacy of the follow up action taken by the management and adequacy of internal control systems.

The terms of reference have been reviewed from time to time and the committee has been mandated to review on compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. Meetings and Attendance:

Audit committee meetings held and its attendance during the year 2024-2025:

Date of meeting	No. of members present
May 30, 2024	3
August 10, 2024	2
November 11, 2024	3
February 11, 2025	3
March 22, 2025	3

The Statutory Auditors of the Company and the Internal Auditors have been invited to attend the Audit Committee meetings.

4. Nomination & Remuneration Committee

a) Composition, Names of Members and Chairman:

The Nomination & Remuneration committee comprises of the following independent Directors viz Mr. Bharat Venkat Epur as the Chairman and Mr. P.R. Renganath and Mrs. S. Devaki as members.

b) Terms of Reference in brief:

- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- Formulate Remuneration Policy which includes the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.



ANNEXURE B TO DIRECTOR'S REPORT

c) Meetings and Attendance:

Date of meeting	No. of members present
May 30, 2024	3
November 21, 2024	2
January 18, 2025	2
February 11, 2025	3

d) Performance Evaluation:

The Board has carried out the performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees. The exercise was carried out through a structured evaluation process covering various aspects of the functioning of the Board and its committees, number of committees and their roles, frequency of meetings, level of participation, independence of judgement, performance of their duties and obligations and implementation of good corporate governance practices.

Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, performance of the Chairman and other Non-independent Directors. The Independent Directors expressed their satisfaction on the performance and effectiveness of the Board, individual Non-Independent Board Members, Independent Directors and the Chairman.

e) Remuneration Policy:

1. Objective

The objective of the policy is to attract, retain and motivate the individuals that the company needs to achieve its goals.

2. Nomination and Remuneration Committee:

The committee is responsible for formulating and making amendments to the policy for the Directors, and Key Managerial Personnel (KMP) and Senior Managerial Personnel of Sanco Trans Limited.

3. Remuneration to Non – Executive Directors:

Sitting Fees:

The Non-Executive / Independent Director are remunerated by way of sitting fees for attending meetings of the Board or Committee thereof as decided collectively by the members of the Board of Directors. The amount of such fees shall not exceed Rs.1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee or such other amount as may be prescribed by the Central Government from time to time.

4. Remuneration for the Managing Director, Whole-Time Director, KMP and Senior Management Personnel:

- The remuneration / compensation / commission etc. to the Whole-Time / Managing Director, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders/Central Government, wherever required.



ANNEXURE B TO DIRECTOR'S REPORT

The remuneration / compensation / commission etc. to the KMP and Senior Management Personnel, will be determined by the Managing Director which will be ratified by the Committee and the Board.

b. Minimum remuneration:

If, in any financial year, the company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-Time/ Managing Director in accordance with the provisions of the Companies Act.

5. Remuneration for other employees:

The company reviews the performance of other employees annually and the remuneration is fixed. The remuneration consists of fixed pay, applicable DA and other allowances.

6. Remuneration for Workmen:

Remuneration for workmen is negotiated and agreed upon on periodical basis. Increase in remuneration of workmen is effected based on a review of performance of the company and increase in cost of living index.

7. Term of Appointment:

Term of Managing Director / Whole Time Director is generally for a period of 3 years and renewed for periods decided from time to time. Term of other employees generally is upto the age of superannuation. However the company also employs contract employees as consultants on need basis.

8. Post Retirement Benefits:

All employees are entitled for retirement benefits such as provident fund and gratuity.

9. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

f) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors of the company are paid remuneration by way of sitting fees based on the Remuneration policy framed by the Nomination & Remuneration Committee. The payment is made based on the Member's attendance in the meetings.

Non-Executive Directors are entitled to a Sitting Fee as detailed below:

Particulars	Sitting Fees
Board Meeting & Audit Committee meeting	Rs. 10,000/-
Other Committee Meetings	Rs. 5,000/-



ANNEXURE B TO DIRECTOR'S REPORT

g) The details of remuneration paid/payable to the Directors during 2024-2025 are:

- i) Non-executive Directors- Sitting Fees (excluding reimbursement of travel and other expenses incurred for the Company's business).

1. Mrs. S. Devaki	- Rs. 25,000/-
2. Mr. R. Vijayaraghavan	- Rs. 45,000/-
3. Mr. V. Govind	- Rs. 25,000/-
3. Mr. V. Shankar	- Rs. 60,000/-
4. Mr. P. R. Renganath	- Rs. 1,10,000/-
5. Mr. Bharat Venkat Epur	- Rs. 1,25,000/-
6. Mr. Vikram Vijayaraghavan	- Rs. 30,000/-
6. Mrs. B. Ramya	- Rs. 30,000/-

- ii) Managing Director/Whole time Directors:

	Executive Chairman (Rs)	Managing Director (Rs)	Whole time Director (Rs)	Director Finance & CFO (Rs)
Salary	66,00,000	33,60,000	19,80,000	24,00,000
Allowances	-	9,60,000	6,60,000	4,80,000
Perquisites	6,00,000	3,00,000	--	--
Employer Contribution to PF	7,92,000	4,03,200	2,37,600	2,88,000

The Company has no Employee Stock options scheme in force at present.

5. Stakeholders Relationship Committee

- The Stakeholders Relationship Committee consists of Mr. Bharat Venkat Epur, Independent Non – Executive Director as Chairman, Mr. S. Sathyanarayanan, Managing Director and Mr. S. R. Srinivasan, Director – Finance as members.
- The name and designation of Compliance Officer: Mr. Prasanna N, Company Secretary
- The number of investor complaints received during the year is Nil.
- The number of investor complaints not solved to the satisfaction of Shareholders is nil.
- The number of pending complaints as on date is nil.

6. Corporate Social Responsibility Committee

The company has constituted Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 comprising of Mr. S. Sathyanarayanan as Chairman, Mr. V. Upendran and Mr. P.R. Renganath as members. The Committee was not required to meet during the financial year.



ANNEXURE B TO DIRECTOR'S REPORT

7. Other Committee

The Company has constituted Finance and Investment Committee comprising of Mr. V. Upendran as Chairman and Mr. S. Sathyanarayanan, Mr. U. Udayabhaskar Reddy, Mr. S. R. Srinivasan & Mr. P. R. Renganath as members. The Committee met one time during the financial year viz., 23.07.2024.

8. General Body meetings

a) Details of location and time of holding the last three AGMs:

Year	Location	Date & Time
42nd AGM - 2022	Held through Video Conferencing / Other Audio-Visual Means	September 26, 2022 10.00 am
43rd AGM -2023	Held through Video Conferencing / Other Audio-Visual Means	September 25,2023 10.15 am
44th AGM -2024	Held through Video Conferencing / Other Audio-Visual Means	September 09, 2024 10.15 am

- b) Special Resolutions have been passed in the previous three Annual General Meetings.
- c) Special resolution were passed through postal ballot during the financial year 2024-2025.
- d) No Extra Ordinary General Meeting was held in the last three years.
- e) No special resolution is proposed to be conducted through postal ballot.

9. Other Disclosures

a. Related Party Transactions:

There have been no materially significant related party transactions with the Company Promoters, Directors, and the Management, their subsidiaries or relatives which may have potential conflict with the interest of the Company. The necessary disclosures regarding the transactions with the related parties are given in the notes to the Annual Accounts for the year 2024-25.

The company has formulated a policy on related party transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the policy is hosted in the website under the web link <http://www.sancotrans.com/stl.html>.

- b. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty / structures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters during the last three years.

c. Whistle Blower Policy:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors had approved the Whistle Blower Policy and has posted in the website under the web link <http://www.sancotrans.com/stl.html>. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no Director/employee



ANNEXURE B TO DIRECTOR'S REPORT

has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

d. Subsidiary Companies:

The company has formulated a policy for determining Material Subsidiary as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the policy is hosted in the website under the web link <http://www.sancotrans.com/stl.html>.

The company does not have any material unlisted Indian subsidiary. The Company does not have any subsidiary at March 31, 2025.

e. Reconciliation of share capital audit:

The Company has engaged a qualified practicing Company Secretary to carry out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f. Disclosure of Accounting Treatment:

Your Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standards.

g. Code of Conduct:

Your Company has adopted a Code of Conduct for members of the Board and the Senior Management personnel. The Code has been hosted on the Company's website under the web link <http://www.sancotrans.com/stl.html>.

h. Code of Conduct for prohibition of insider trading:

Your Company has adopted a Code of Conduct as per Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. The Code has been hosted on the Company's website under the web link <http://www.sancotrans.com/stl.html>.

i. The Company has complied with all other mandatory requirements in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

j. Certificate from Practicing Company Secretary:

The Company has received a certificate from the Secretarial Auditor of the Company stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.



ANNEXURE B TO DIRECTOR'S REPORT

k. Fees paid to Statutory Auditor on a consolidated basis:

During the year, the Company has paid Rs. 11 Lakhs to the Statutory Auditors for all services received by the listed entity on a consolidated basis.

l. Sexual Harassment at workplace:

During the year under review, the Company has not received any complaints in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The company has no pending complaints.

10. Means of communication

- The quarterly/half yearly results have been published in one English national Newspaper (Trinity Mirror) and in one Tamil Newspaper (Makkal Kural).
- The Company's website (www.sancotrans.com) also displays several other details/information of interest to various stakeholders.
- A Management discussion and Analysis Report is being presented as 'Annexure A' to the Directors' Report.

11. General shareholder information

a. 45th Annual General Meeting

Day : Thursday
Date and Time : July 31, 2025 at 10.30 AM
Venue : Through Video Conferencing and Other Audio-Visual Means

b. Financial Calendar

Financial year 2025-2026

First quarter results	Second week of August 2025
Second quarter results	Second week of November 2025
Third quarter results	Second week of February 2026
Audited Results for the year 2025-26	Before end of May 2026

- Book Closure dates** : 25.07.2025 to 31.07.2025 (both days inclusive)
- Dividend payment date** : Commencing on August 04, 2025 To be completed within the statutory time limit
- Listing/Stock Code of equity shares:**

Name of exchange	Stock code
BSE Limited	523116



ANNEXURE B TO DIRECTOR'S REPORT

f. Market price data

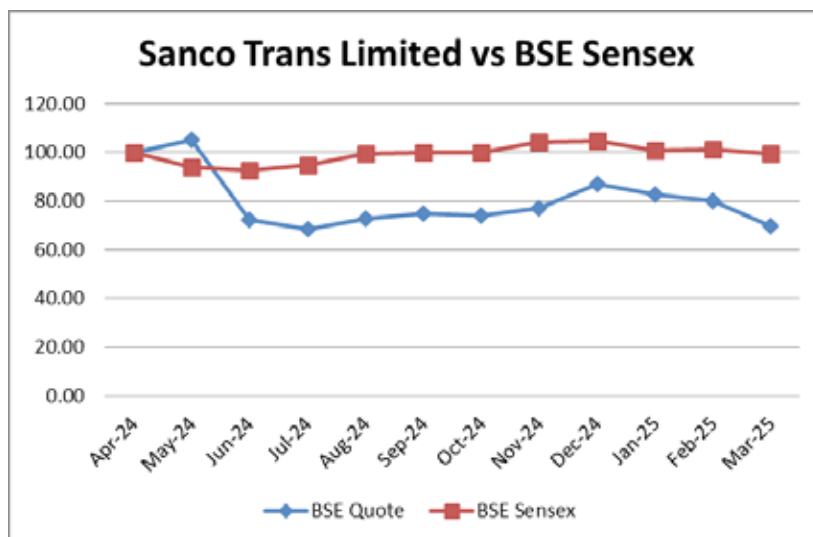
Month & Year	BSE Limited			
	Share Price (Rs)		Sensex	
	High	Low	High	Low
Apr-24	830.00	625.10	75124.28	71816.46
May-24	776.90	646.20	76009.68	71866.01
Jun-24	779.40	659.60	79671.58	70234.43
Jul-24	842.90	701.00	81908.43	78971.79
Aug-24	876.00	703.00	82637.03	78295.86
Sep-24	790.00	685.00	85978.25	80895.05
Oct-24	877.00	675.05	84648.40	79137.98
Nov-24	820.90	700.00	80569.73	76802.73
Dec-24	904.70	719.30	82317.74	77560.79
Jan-25	834.00	691.10	80072.99	75267.59
Feb-25	826.90	671.75	78735.41	73141.27
Mar-25	782.00	670.10	78741.69	72633.54

g. Performance in comparison to BSE Sensex

STOCK PERFORMANCE VS BSE SENSEX				
Month & Year	BSE Quote	% to Base	BSE Sensex	% to Base
	High		High	
Apr-24	830.00	100.00	75124.28	100.00
May-24	776.90	93.60	76009.68	101.18
Jun-24	779.40	93.90	79671.58	106.05
Jul-24	842.90	101.55	81908.43	109.03
Aug-24	876.00	105.54	82637.03	110.00
Sep-24	790.00	95.18	85978.25	114.45
Oct-24	877.00	105.66	84648.4	112.68
Nov-24	820.90	98.90	80569.73	107.25
Dec-24	904.70	109.00	82317.74	109.58
Jan-25	834.00	100.48	80072.99	106.59
Feb-25	826.90	99.63	78735.41	104.81
Mar-25	782.00	94.22	78741.69	104.82



ANNEXURE B TO DIRECTOR'S REPORT



h. Registrar and Transfer Agents

All share registry work in respect of both physical and demat segments are handled by a single agency viz. M/s Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Anna Salai, Chennai - 600002 as the Registrar and Transfer Agent (RTA) of the Company for all aspects of investor servicing relating to shares.

i. Share transfer system

The share transfers, transmission & requests for dematerialization were approved in the Stakeholders' Relationship Committee meetings within the statutory time limit.

j. Distribution of shareholding as on March 31, 2025:

Range	Shareholders		Shares	
	Number	%	Number	%
1 - 100	1448	79.0824	52615	2.9230
101 - 500	304	16.6029	81629	4.5349
501 -1000	37	2.0207	28930	1.6072
1001 -2000	17	0.9284	26736	1.4853
2001 -3000	5	0.2730	13787	0.7659
3001 -4000	3	0.1638	10652	0.5917
4001 -5000	0	0.0000	0	0.0000
5001 -10000	5	0.2730	32690	1.8161
10001- And above	12	0.6553	1552961	86.2756
TOTAL	1831	100.0000	1800000	100.0000



ANNEXURE B TO DIRECTOR'S REPORT

k. Shareholding pattern as on March 31, 2025:

S No.	Category	No. of holders	No. of Shares	%
1	Promoters	8	1303688	72.4271
2	Resident Individuals	1792	452167	25.1203
3	Bodies corporate	15	4778	0.2654
4	IEPF	1	36904	2.0502
6	Non-Resident Indians	15	2463	0.1368
	TOTAL	1831	1800000	100.0000

l. Dematerialization of shares and liquidity

Shares of the company can be held and traded in dematerialized form. The pattern of shareholding in physical and dematerialized form as on March 31, 2025 is given below:

Category	No. of holders	No. of Shares
Physical	380	75861
Demat	1451	1724139
Total	1934	1800000

m. Branches: Chennai (Container Freight Station), Mumbai, Bengaluru.

n. Address for correspondence

Investors may contact the Registrar and Transfer Agents (RTA) for matters relating to shares, dividends, annual reports and related issues at the following address:

M/s. Cameo Corporate Services Limited
 Subramanian Building, No. 1, Club House Road,
 Anna Salai, Chennai - 600 002
 Tel: 044-28461073 Fax: 044-28460129
 E Mail: kanthimathi@cameoindia.com

For other general matters or in case of any difficulties/grievances investors may contact:

Mr. Prasanna. N
 Company Secretary & Compliance Officer,
 Sanco Trans Limited,
 S. T. Tower, New No. 24 & 25,
 II Floor, Second Line Beach Road,
 Chennai - 600001
 Tel: 044-66449000
 E-Mail: shareholder@sancotrans.com



ANNEXURE C TO DIRECTOR'S REPORT

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s. SANCO TRANS LIMITED
S.T. Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600 001

1. We have examined the compliance of conditions of Corporate Governance by **M/s. SANCO TRANS LIMITED** ("the Company") for the year ended March 31, 2025, as prescribed in Regulations 17 to 27, Clauses of Regulation 46 and Paras C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").
2. We state that the compliance of conditions of Corporate Governance is the responsibility of the Management and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR except it was observed that in terms of the Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there was a following Non-compliance with the requirements pertaining to the composition of the Board of Directors:

The Board of Directors of the Company did not comprise with the required number of Independent Directors from 15.09.2024 to 17.01.2025 as prescribed under the LODR Regulations, 2015 and accordingly the strength of the Non-Executive Directors was less than 50% of the total strength as required under the LODR Regulations, 2015 during the period from 15.09.2024 to 20.11.2024. Upon receipt of Notice from the Stock Exchange for the non-compliance of Reg 17 of the SEBI (LODR), the Company had paid the fine. The Company had also submitted an application for waiver of fine levied by the Stock Exchanges as it was purely due to an interpretation issue and is awaiting its order.

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

For **A.K.JAIN & ASSOCIATES**
Company Secretaries

BALU SRIDHAR

Partner

M.No. F5869

C.P. No.3550

Place : Chennai
Date : May 27, 2025

UDIN: F005869G000458631
PR: 1201/2021



ANNEXURE D TO DIRECTOR'S REPORT

Certification by Executive Chairman and Chief Financial Officer

We, V Upendran, Executive Chairman and S R Srinivasan, Chief Financial Officer of Sanco Trans Limited, certify that:

1. We have reviewed the financial statements for the year 2024-2025 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept overall responsibility for establishing and monitoring the Company's Internal Control System for financial reporting and evaluating its effectiveness. Internal audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and reports significant issues to the Audit committee of the Board. The auditors and audit committee are apprised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.
4. We have indicated to the auditors and to the Audit Committee:
 - a. significant changes, if any, in internal control over financial reporting during the year;
 - b. significant changes, if any, in accounting policies during the year;
 - c. instances of significant fraud, if any, of which we have become aware of and which involve management or other employees who have significant role in the Company's internal control system over financial reporting. However, there was no such instance.

V. Upendran

Executive Chairman

May 27, 2025
Chennai

S. R. Srinivasan

Director-Finance/Chief Financial Officer

Declaration on Compliance with Code of Conduct

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that for the financial year ended March 31, 2025, all the Board members and Senior Management personnel have affirmed compliance with the Code of Conduct adopted by the Company.

May 27, 2025
Chennai

V. Upendran

Executive Chairman



ANNEXURE E TO DIRECTOR'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED 31.03.2025

To,
The Members,
M/s. SANCO TRANS LIMITED
S.T. Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600 001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SANCO TRANS LIMITED (CIN: L60220TN1979PLC007970)** (Hereinafter referred as "The Company"). The Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Sanco Trans Limited 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 rules made thereunder;
- (iii) The Depositories Act, 1996 and 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 (Listing Obligations and Disclosure Requirements) Regulation, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



ANNEXURE E TO DIRECTOR'S REPORT

- d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We report that, the following regulations issued by The Securities and Exchange Board of India were not applicable to the Company during the audit period:-

- a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;and
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

We further report that with respect to the other laws specifically applicable to the Company as furnished below, based on the written representations received from the Officers and Executives of the Company, we state that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance of such applicable Laws, Rules, Regulations and Guidelines and accordingly the Company has complied with the provisions of the applicable Laws, Rules, Regulations, Guidelines, Standards, etc., mentioned below:

- a) Customs Act 1962
- b) Handling of Cargo in Customs Area Regulations, 2009
- c) The Multimodal Transport of Goods Act, 1993
- d) Transport of Dangerous Goods Act, 1992
- e) IATA Act, 1945
- f) The Madras Port Trust (Licensing of Stevedores) Regulations, 1987

We have also examined the applicable clauses of:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited (BSE).

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

We further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the purview of statutory audit and by other designated professionals.



ANNEXURE E TO DIRECTOR'S REPORT

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., except it was observed that in terms of the Regulation 17(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there was a following Non-compliance with the requirements pertaining to the composition of the Board of Directors:

- (i) *The Board of Directors of the Company did not comprise with the required number of Independent Directors from 15.09.2024 to 17.01.2025 as prescribed under the LODR Regulations, 2015 and accordingly the strength of the Non-Executive Directors was less than 50% of the total strength as required under the LODR Regulations, 2015 during the period from 15.09.2024 to 20.11.2024. Upon receipt of Notice from the Stock Exchange for the non-compliance of Reg 17 of the SEBI (LODR), the Company had paid the fine. The Company had also submitted an application for waiver of fine levied by the Stock Exchanges as it was purely due to an interpretation issue and is awaiting its order.*

During the period under review, the Company had conducted following postal ballots for appointment & re-appointment of Directors:

- (i) Appointment of Mr. Vikram Vijayaraghavan (DIN: 01944894) and Ms. Ramya Badrinarayanan (DIN: 07257954) as Non Executive Independent Directors of the Company, for a term of 5 years, with effect from November 21, 2024. The scrutinizer submitted his report on December 30, 2024 and the said resolutions were passed with Requisite majority.
- (ii) Re-appointment of Mr. S. Sathyanarayanan as Managing Director of the Company, for a period of three years with effect from April 01, 2025, re-appointment of Mr. S. R. Srinivasan as Director - Finance of the Company, for a period of three years with effect from June 01, 2025 and re-appointment of Mr. U. Udayabhaskar Reddy as Whole Time Director of the Company, for a period of three years with effect from August 01, 2025. The scrutinizer submitted his report on March 22, 2025 and the said resolutions were passed with Requisite majority.

We further report that, during the period under review, Mr. K. Shankar was appointed as Additional – Non Executive Independent Director of the Company w.e.f January 18, 2025. Before filing the e-Form DIR-12 for his appointment with the Registrar of Companies, he expired on February 08, 2025. The Company had intimated the same to the Stock Exchange vide their letter dated February 09, 2025 and to the Registrar of Companies by filing e-Form MGT-14 vide SRN: AB2735293 on February 17, 2025. The above casual vacancy was filled in by the company on May 05, 2025.

We further report that:

- (i) The board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except as stated above. The changes in the composition of the Board of Directors that took place during the period under review were carried out to comply with the provisions of the SEBI (LODR) Regulations, 2015.
- (ii) Adequate notices are given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information



ANNEXURE E TO DIRECTOR'S REPORT

and clarifications on the agenda items before the meeting and for meaningful participation at the meeting and other business which are not included in the Agenda are considered vide supplementary agenda subject to consent of the Board of Directors.

- (iii) All the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- (iv) There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review the Company has transferred a sum of Rs.83,161/- being the unclaimed/unpaid dividend for seven consecutive years, pertaining to the financial year 2016-17, to the Investor Education and Protection Fund as prescribed under Section 124 of the Companies Act, 2013.

We further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of Shares / Debentures/ Sweat Equity, etc.
- (ii) Redemption / Buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013 for disposal of undertaking.
- (iv) Merger / amalgamation / reconstruction, etc
- (v) Foreign technical collaborations.

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

Place : Chennai
Date : May 24, 2025

For **A.K JAIN & ASSOCIATES**
Company Secretaries

BALU SRIDHAR
Partner
FCS No. 5869
C. P. No. 3550
UDIN: F005869G000431943
PR: 1201/2021



ANNEXURE E TO DIRECTOR'S REPORT

ANNEXURE-A to MR-3

To,
The Members,
M/s.SANCO TRANS LIMITED
S.T. Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600001

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

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

Place : Chennai
Date : May 24, 2025

For **A.K JAIN & ASSOCIATES**
Company Secretaries

BALU SRIDHAR
Partner
FCS No. 5869
C. P. No. 3550
UDIN: F005869G000431943
PR: 1201/2021



ANNEXURE E TO DIRECTOR'S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
M/s. SANCO TRANS LIMITED
S.T. Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600 001

In pursuance of Regulation 34 (3) read with sub-clause (i) of Clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of **M/s. SANCO TRANS LIMITED (CIN: L60220TN1979PLC007970)**, having registered office at S.T Tower, New No.24 & 25, II Floor, Second Line Beach Road, Chennai – 600 001, we hereby certify that:

On the basis of the written Representations and Declarations received from the Directors of the Company and taken on record by the Board of Directors of the Company, as on March 31, 2025, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities Exchange Board Of India, Ministry of Corporate Affairs or any such statutory authorities.

Place : Chennai
Date : May 24, 2025

For **A.K JAIN & ASSOCIATES**
Company Secretaries

BALU SRIDHAR

Partner

FCS No. 5869

C. P. No. 3550

UDIN: : F005869G000432011

PR: 1201/2021



ANNEXURE F TO DIRECTOR'S REPORT

Form AOC – 2

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

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

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

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

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

- (a) Name of the related party and nature of relationship: Nil
- (b) Nature of contracts/arrangements/transactions: Nil
- (c) Duration of the contracts / arrangements / transactions : Nil
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
- (e) Date(s) of approval by the Board, if any: Nil
- (f) Amount paid as advances, if any: Nil

Note: All transactions entered by the company with Related Parties were in the ordinary course of business and at arm's length pricing basis and the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions during the financial year 2024-2025.

For and on behalf of the Board of Directors

Place : Chennai
Dated : May 27, 2025

V Upendran
Executive Chairman
(DIN: 00557511)



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SANCO TRANS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of SANCO TRANS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash flows for the year then ended, and a summary of the material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other Accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed

in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

A. Revenue Recognition

Reference may be made to Note:3.1 of material accounting policies, Note:21 and Note:44 to the financial statements of the Company.

Revenue recognition is inherently an area of audit risk, which we have substantially focused on mainly covering the aspects of cut off.

Considering the impact of Ind AS 115 and cut-off are key audit matters.



INDEPENDENT AUDITORS' REPORT

Principal Audit Procedures

Our audit procedures relating to revenue comprised of test of controls and substantive procedures including the following:

- i. We performed procedures to assess the design and internal controls established by the management and tested the operating effectiveness of relevant controls relating to the recognition of revenue.
- ii. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls.
- iii. We have tested, on a sample basis, whether specific revenue transactions around the reporting date has been recognised in the appropriate period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes, customer acknowledgement/ proof of acceptance and the terms of service.
- iv. We have also validated subsequent credit notes to ensure the appropriateness and accuracy of the revenue recognition.
- v. We tested journal entries on a sample basis to identify any unusual or irregular items.
- vi. We also considered the adequacy of the disclosures in Company's financial statements in relation to Ind AS 115 and were satisfied they meet the disclosure requirements.

Conclusion

Based on the procedures performed above, we did not find any material exceptions with regards to timing of revenue recognition and disclosure requirement of Ind AS 115 in the financial statements.

B. Impairment in Trade Receivables

Reference may be made to Note:7 to the financial statements of the Company.

The Company is exposed to potential risk of financial loss when there is the risk of default on receivables from the customers for which the Management would make specific provision against individual balances with reference to the recoverable amount. Such provision/allowance for credit losses is based on historical experience adjusted to reflect current and estimated future economic conditions.

For the purpose of impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realization of these receivables, are required for the identification of impairment events and the determination of the impairment charge.

In view of the above, we identified allowance for credit losses as a key audit matter since significant judgement is exercised in calculating the expected credit losses/impairment charge.



INDEPENDENT AUDITORS' REPORT

Principal Audit Procedures

We have performed the following procedures in relation to the recoverability of trade receivables and computing allowance for credit losses:

- Tested the effectiveness of the control over the methodology for computing the allowance for credit losses, including consideration of the economic conditions and completeness and accuracy of information used in the estimation of probability of default.
- Tested the accuracy of aging of trade receivables at year end on a sample basis.
- Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management.
- Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers and to consider if any additional provision should be made;
- Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis.

Conclusion

Based on the above procedures we found the key judgements and assumptions used by management in the recoverability assessment of trade receivables to be supportable based on the available evidence and consequently are satisfied on the sufficiency of provisions/allowance for credit losses.

C. Contingent Liabilities related to claims against the company/Disputed demands:

The Company is exposed to variety of different laws, regulations and interpretations thereof. Consequently, in the normal course of business, Provisions and Contingent Liabilities may arise from legal proceedings, constructive obligations and commercial claims.

- Management applies significant judgement when considering whether and how much to provide for the potential exposure of each matter.
- These estimates could change substantially over time as new facts emerge as each legal case or matter progresses.
- Given the different views possible, basis of interpretations, complexity and the magnitude of potential exposures, the judgement necessary to estimate the amount of provision required or determine required disclosures will be critical.

Principal Audit Procedures

Our audit procedure included, but was not limited to the following:

- Obtained an understanding of the management process for:
 - i) Controls and identification of legal actions initiated in respect of claims and disputed amount against the company



INDEPENDENT AUDITORS' REPORT

- ii) Assessment of accounting treatment for each such litigation identified and
- iii) Measurement of amounts involved.
 - Obtained an understanding of the nature of litigations pending against the company and discussed the developments during the year for key litigations with the management
 - Assessed management's conclusions through understanding precedents set in similar cases
 - Evaluated the adequacy and completeness of disclosures made for their appropriateness in accordance with the applicable accounting standards

Conclusion:

Based on the above procedures we found that the estimation and assessment done by the management in determining the extent of possible future cash outflow to the company is reasonable and the same is disclosed in the financial statement in Note:39

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

The Company's Board of Directors is responsible for the other information in their report to members etc., The other information comprises the information included in the Annual report but does not include the financial statements and our report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,



INDEPENDENT AUDITORS' REPORT

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.

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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



INDEPENDENT AUDITORS' REPORT

- 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.

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

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

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

From the matters communicated with the 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Companies Act, 2013, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those
 - (c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rules issued thereunder.
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.



INDEPENDENT AUDITORS' REPORT

- (f) With respect to the adequacy of the Internal Financial Controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impacts of pending litigations on its financial position in its financial statements (Ref Note No:39).
 - ii. The company has made provisions as required under applicable laws or accounting standards for material foreseeable losses. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2025.
 - iii. There has been no delay in transferring material amounts, required to be transferred to the Investor Education and Protection Fund by the Company
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of it's knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the



INDEPENDENT AUDITORS' REPORT

representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. (a) The dividend declared for the previous year and paid by the Company during the year is in accordance with Section 123 of the Act, to the extent it applies to payment of Dividend.
 - (b) As stated in Note: 32 to the financial statements, the Board of directors have proposed dividend for the financial year 2024-25, which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
 - vi. Based on our examination which include test checks, the company has used an accounting software for maintaining its books of account for the financial year ended March 31st, 2025 which have the feature of recording audit trail (edit log) facility and the same was operational throughout the year for all relevant transactions recorded in the software system. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the trail has been preserved by the company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act we, give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M.S. Krishnaswami & Rajan**

Chartered Accountants

Registration No. 01554S

M.S. Murali - Partner

Membership No. 026453

UDIN : 25026453BMFXWZ6519

Date : 27th May 2025

Place : Chennai



INDEPENDENT AUDITORS' REPORT

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of SANCO TRANS LIMITED)

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

We have audited the Internal Financial Controls with reference to Financial statement of SANCO TRANS 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 with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls with Reference to Financial Statements (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 with reference to Financial Statement 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 with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statement included obtaining an understanding of internal financial controls with reference to Financial Statement, 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 with reference to Financial Statement.



INDEPENDENT AUDITORS' REPORT

Meaning of Internal Financial Controls with reference to Financial Statement

A company's internal financial control with reference to Financial Statement 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 with reference to Financial Statement includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (ii) 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 authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statement

Because of the inherent limitations of internal financial controls with reference to financial Statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statement to future periods are subject to the risk that the internal financial control with reference to Financial Statement 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 with reference to Financial statement and such internal financial controls with reference to financial controls system were operating effectively as at March 31, 2025, based on the internal control over financial reporting

criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **M.S. Krishnaswami & Rajan**

Chartered Accountants

Registration No. 015545

M.S. Murali - Partner

Membership No. 026453

UDIN : 25026453BMFXWZ6519

Date : 27th May 2025

Place : Chennai



INDEPENDENT AUDITORS' REPORT

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of SANCO TRANS LIMITED ("the Company") for the year ended March 31, 2025).

1. In respect of the Company's Property, Plant and Equipment:
 - (a)
 - (i) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use-assets.
 - (ii) The company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of verification to cover all the items of Property, Plant and Equipment and right-of-use assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed during the year on such verification.
 - (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in Note:1 of the financial statements under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date. In respect of Building constructed in 2015 on land earlier taken on lease and disclosed under Investment Property aggregating Rs. 2184.58 Lakhs (Refer Note:3), the same continues to be owned / in possession of / used by the company with the consent of the land owner.
 - (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the company as on March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2.
 - (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification and have been properly dealt with in the books of account.
 - (b) The Company has been sanctioned working capital limits in excess of rupees five crores, in aggregate, during the year, from banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the financial statements, the returns / statements along with subsequent revisions filed by the Company with the banks are in agreement with the books of accounts of the Company.



INDEPENDENT AUDITORS' REPORT

3. The Company has not made investments 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 or any other parties. Accordingly,
 - a. The Company has not provided any loan, guarantee or security to any other entity during the year. Hence, reporting under clause (iii)(a) is not applicable.
 - b. The Company has not made investments in, provided guarantees to, given security and hence reporting on whether all loans and advances in the nature of loans and guarantees are not prejudicial to the company's interest under clause (iii)(b) is not applicable.
 - c. The Company has not provided any loan, guarantee or security to any other entity during the year. Hence, reporting on the stipulation of repayment of principal and interest and the regularity thereof under clause (iii)(c) is not applicable.
 - d. The Company has not provided any loan, guarantee or security to any other entity. Hence, reporting on the amount overdue and steps taken for recovery of principal and interest under clause (iii)(d) is not applicable.
 - e. The Company has not provided any loan, guarantee or security to any other entity. Hence, reporting under clause (iii)(e) is not applicable.
 - f. According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
4. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured, furnished guarantees or provided security to any party covered by provisions of sections 185 and 186 of the Companies Act, 2013. Hence reporting on whether there is a compliance with the said provisions does not arise.
5. According to information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and there are no unclaimed deposits as at March 31, 2025 to which the provisions of section 73 and section 76 or any other relevant provisions of the Companies Act are applicable. Accordingly, the provisions of clause (v) of paragraph 3 of the Order is not applicable to the Company.
6. Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. Hence, reporting under this clause does not arise.
7. According to the information and explanations given to us and the books of account examined by us, in respect of statutory dues:
 - a) The company is generally regular in depositing amounts of undisputed statutory dues including Goods and Services Tax, Provident Fund, Income-tax, Sales-tax, Service tax, duty of customs,



INDEPENDENT AUDITORS' REPORT

duty of excise, cess, Value Added Tax and any other material statutory dues as applicable to the appropriate authorities during the year. There were no material undisputed amounts payable in respect of the aforesaid statutory dues outstanding as at March 31, 2025 for a period of more than six months from the date they became payable except for a sum of Rs.0.81 lakhs due towards provident fund.

- (b) there are no statutory dues referred to in above sub-clause, which have not been deposited on account of any dispute with the relevant authorities except for the following:

Amount (In Rs. Lakhs) of Disputed dues	Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending
8.71	Finance Act, 1994	Service Tax	18.04.2006 to 31.03.2008	CESTAT
3.85	Finance Act, 1994	Service Tax	18.04.2006 to 31.03.2008	CESTAT
66.09	Goods and Service Tax Act, 2017	Goods and Service Tax	2019-20	Commissioner (Appeals)
106.59	Goods and Service Tax Act, 2017	Goods and Service Tax	2017-18 to 2021-22	Commissioner (Appeals)

8. As per the information and explanation given to us, there were no transactions that are not previously recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) According to information and explanation given to us, there is no default in repayment of dues to any bank or financial institution. The Company does not have any borrowings from Government or by way of Debentures.
- (b) As per the information and explanation given to us, the company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) To the best of our knowledge and belief, in our opinion, term loan availed by the company were, applied by the company during the year for the purposes for which the loans were obtained.
- (d) According to the information and explanations given to us and the procedures performed by us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have prima facie been for long term purposes by the company.
- (e) The company does not have any subsidiaries, joint ventures or associate companies. Accordingly, the provisions of Clause 3(ix)(e) of the Order are not applicable to the Company.



INDEPENDENT AUDITORS' REPORT

- (f) The company does not have any subsidiaries, joint ventures or associate companies. Accordingly, the provisions of Clause 3(ix)(f) of the Order are not applicable to the Company.
10. (a) As per the information and explanation given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under the provisions of clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares (covered by section 42 and section 62 (1)c of the Companies Act, 2013) or fully or partly convertible debentures and hence reporting under clause 3(x)(b) of the Order is not applicable.
11. (a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As per the information and explanation given to us, there are no whistle-blower complaints received during the year by the company up to the date of this report
12. The Company is not a Nidhi Company and accordingly the provisions of Clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable. The details of the transactions during the year have been disclosed in the Financial Statements as required by the applicable Accounting Standards. (Refer Note:36 to Financial Statements).
14. (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
15. In our opinion, the Company has not entered into any non-cash transactions during the year, with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.



INDEPENDENT AUDITORS' REPORT

- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
17. The company has not incurred cash losses during the financial year covered by our audit and for the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, the provisions of Clause 3(xviii) of the Order are not applicable to the Company.
19. According to the information and explanations given to us and on the basis of: (i) the financial ratios, (ii) ageing and expected dates of realization of financial assets and payment of financial liabilities, (iii) other information accompanying the financial statements, (iv) our knowledge of the Board of Directors and management plans and (v) based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
20. In our opinion and according to the information and explanation given to us, the provision of Section 135 is not applicable to the company. Accordingly, reporting under clause 3(xx)a of the order is not applicable for the year.
21. The company does not have any subsidiaries, joint ventures or associate companies and further, clause 3(xxi) of the order is not applicable in respect of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **M. S. Krishnaswami & Rajan**

Chartered Accountants

Registration No: 01554S

M.S. Murali

Partner

Membership No: 026453

UDIN : 25026453BMFXWZ6519

Date : 27th May 2025

Place : Chennai



Sanco Trans Limited

BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Note No.	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	1A	8,983.99	9,009.80
Capital work-in-progress	1A	14.96	-
Right-of-Use Assets	1B	318.28	301.38
Other Intangible assets	2	2.87	1.25
Investment Property	3	1,135.98	1,206.98
Financial Assets			
(i) Other financial assets	4	83.71	81.95
Other non-current assets	5	209.11	304.48
Total Non-Current Assets		10,748.90	10,905.84
Current Assets			
Inventories	6	14.80	9.21
Financial Assets			
(i) Trade receivables	7	2,606.32	2,536.04
(ii) Cash and cash equivalents	8.1	356.99	358.51
(iii) Bank balances other than (ii) above	8.2	73.66	76.63
(iv) Others	9	343.83	132.06
Current tax asset - Refund Due		114.10	114.10
Other current assets	10	202.88	214.51
Total Current Assets		3,712.58	3,441.06
TOTAL ASSETS		14,461.48	14,346.90
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	11	180.00	180.00
Other Equity	12	10,473.90	10,347.62
TOTAL EQUITY		10,653.90	10,527.62
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	13	315.51	419.51
(ii) Lease Liabilities		92.21	52.61
(iii) Other financial liabilities	14	69.62	66.97
Deferred tax liabilities (Net)	15	418.95	371.43
Total Non-Current Liabilities		896.29	910.52
Current Liabilities			
Financial Liabilities			
(i) Borrowings	16	538.32	732.21
(ii) Lease Liabilities		67.30	57.91
(iii) Trade payables			-
(a) Total outstanding dues of micro enterprises and small enterprises			-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17	754.53	717.96
(iv) Other financial liabilities	18	1,225.74	1,060.88
Contract liabilities		18.20	11.24
Other current liabilities	19	202.47	221.74
Provisions	20	104.73	106.82
Total Current Liabilities		2,911.29	2,908.76
TOTAL LIABILITIES		3,807.58	3,819.28
TOTAL EQUITY AND LIABILITIES		14,461.48	14,346.90

The accompanying notes form an integral part of the Ind AS financial statements

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

For **M S Krishnaswami & Rajan**
Chartered Accountants
Firm Registration No. 01554S

M S Murali
Partner
Membership No. 26453
UDIN : 25026453BMFXWZ6519
Place : Chennai
Date : May 27, 2025

For and on behalf of Board

V Upendran
Executive Chairman
DIN: 00557511

N Prasanna
Company Secretary

S Sathyanarayanan
Managing Director
DIN: 00446573

S R Srinivasan
Director - Finance
DIN: 03559408



Sanco Trans Limited

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

Particulars	Note No.	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Income			
Revenue from Operations	21	10,496.66	9,793.15
Other Income	22	392.50	370.40
Total Income		10,889.16	10,163.55
Expenses			
Equipment and fleet hire		2,911.06	2,876.79
Operating expenses	23	5,381.08	4,893.55
Employee benefits expense	24	1,162.20	1,123.43
Finance costs	25	87.91	104.59
Depreciation and amortization expense	1,2,3	487.42	420.99
Other expenses	26	592.41	551.58
Total Expenses		10,622.08	9,970.93
Profit before exceptional items and tax		267.08	192.62
Exceptional items		-	-
Profit before tax		267.08	192.62
Tax expense :			
Current tax		45.41	11.65
MAT Credit Utilisation / (availment)		12.56	21.34
Prior year tax		24.87	4.52
Deferred tax		34.96	40.25
		117.80	77.76
Profit/(Loss) for the year		149.28	114.86
Other Comprehensive Income / (Loss)			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined Benefits Plan		5.54	(7.51)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(1.54)	2.09
B (i) Items that will reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income / (Loss)		4.00	(5.42)
Total Comprehensive Income for the year		153.28	109.44
Earnings per equity share (Face value of Rs.10 each)			
- Basic and Diluted	33	8.29	6.38

The accompanying notes form an integral part of the Ind AS financial statements

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

For **M S Krishnaswami & Rajan**
Chartered Accountants
Firm Registration No. 01554S

For and on behalf of Board

M S Murali
Partner
Membership No. 26453
UDIN : 25026453BMFXWZ6519

V Upendran
Executive Chairman
DIN: 00557511

S Sathyanarayanan
Managing Director
DIN: 00446573

Place: Chennai
Date : May 27, 2025

N Prasanna
Company Secretary

S R Srinivasan
Director - Finance
DIN: 03559408



Sanco Trans Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

a. Equity Share Capital

Balance at the beginning of April 01, 2023	Changes in equity share capital during the year	Balance at the end of March 31, 2024	Changes in equity share capital during the year	Balance at the end of March 31, 2025
180.00	-	180.00	-	180.00

b. Other Equity

Particulars	Reserves and Surplus		Items of Other Comprehensive Income	Total
	General Reserve	Retained Earnings		
Balance at the March 31, 2023	3,931.08	6,376.65	(47.95)	10,259.78
Profit/(loss) for the year	-	114.86		114.86
Other comprehensive income/(loss)	-		(5.42)	(5.42)
Total Comprehensive Income for the year	-	114.86	(5.42)	109.44
Transfer from General Reserve to Retained Earnings	-	-	-	-
Dividends including tax thereon	-	(21.60)	-	(21.60)
Balance at the March 31, 2024	3,931.08	6,469.91	(53.37)	10,347.62
Profit/(loss) for the year	-	149.28		149.28
Other comprehensive income/(loss)	-		4.00	4.00
Total Comprehensive Income for the year	-	149.28	4.00	153.28
Transfer from General Reserve to Retained Earnings	-	-	-	-
Dividends including tax thereon		(27.00)		(27.00)
Balance at the March 31, 2025	3,931.08	6,592.19	(49.37)	10,473.90

Notes:

- (a) Dividends declared during the year Rs. 48.60 Lakhs (FY 23-24 Rs. 27.00 Lakhs), Dividends paid during the year Rs. 27.00 Lakhs (FY 2023-24 Rs. 21.60 Lakhs)
- (b) Amount transferred from General reserve to retained earnings during the year Rs. Nil Lakhs (Rs. Nil Lakhs FY 2023-24)
- (c) Share application money pending allotment, Capital Reserves, Securities Premium, Debt/Equity instruments through OCI, effective portion of Cash Flow hedges and Equity component of Compound financial instruments etc. Rs. NIL (FY 2023-24 Rs. NIL)
- (d) Other comprehensive income includes Actuarial Gain/(Loss) on remeasurement of defined benefit plans

The accompanying notes form an integral part of the Ind AS financial statements

This is the Statement of Changes in Equity referred to in our report of even date.

For **M S Krishnaswami & Rajan**
Chartered Accountants
Firm Registration No. 01554S

For and on behalf of Board

M S Murali
Partner
Membership No. 26453
UDIN : 25026453BMFXWZ6519

V Upendran
Executive Chairman
DIN: 00557511

S Sathyanarayanan
Managing Director
DIN: 00446573

Place: Chennai
Date : May 27, 2025

N Prasanna
Company Secretary

S R Srinivasan
Director - Finance
DIN: 03559408



Sanco Trans Limited

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
I. Cash flows from operating activities		
Profit before tax	267.08	192.62
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Other Comprehensive Income	5.54	(7.51)
Depreciation and impairment of property, plant and equipment	382.35	361.17
Amortisation on right of use asset	103.35	58.11
Amortisation and impairment of intangible assets	1.72	1.71
(Gain)/Loss on disposal of property, plant and equipment	(56.97)	(60.72)
Interest income	(13.55)	(31.13)
Interest expense	87.91	104.59
Movement in -		
(a) Other non current financial assets	(1.76)	(36.58)
(b) Other non current assets	(179.69)	(314.33)
(d) Other non current financial liabilities	2.65	2.44
<i>Working capital adjustments:</i>		
(a) Inventories	(5.59)	1.32
(b) Trade receivables	(70.28)	(162.94)
(c) Other current assets	10.09	21.22
(d) Other current financial Assets	(211.77)	(122.06)
(e) Trade payables	36.57	150.48
(f) Other financial liabilities	161.90	197.70
(g) Contract liability	6.96	(14.22)
(h) Other current liabilities	(19.27)	69.59
(i) Provisions	(2.09)	(5.15)
	505.15	406.31
Income tax (paid) / Refund - net	204.79	215.40
Net cash flows from operating activities (A)	709.94	621.71



Sanco Trans Limited

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
II. Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	61.33	117.10
Movement in Right-of-use asset	(120.25)	(287.19)
Movement in Capital Work-in-progress	(14.96)	95.95
Purchase of property, plant and equipment	(293.25)	(605.09)
Movement in Other Bank Balances and Fixed Deposits	2.97	56.09
Interest received	13.55	31.13
Net cash flows used/(from) in investing activities (B)	(350.61)	(592.01)
III. Cash flows from financing activities		
Interest Paid	(84.95)	(101.19)
Loans Raised	131.72	726.70
Loans Repaid	(429.61)	(301.16)
Movement in lease liabilities	48.99	25.46
Dividends paid	(27.00)	(21.60)
Net cash flows from/(used in) financing activities (C)	(360.85)	328.21
Net movement in cash and cash equivalents (A + B + C)	(1.52)	357.91
Cash and cash equivalents at the beginning of the year	358.51	0.60
Cash and cash equivalents at year end	356.99	358.51

The accompanying notes form an integral part of the Ind AS financial statements

This is the Statement of Cash Flows referred to in our report of even date.

For **M S Krishnaswami & Rajan**
Chartered Accountants
Firm Registration No. 01554S

For and on behalf of Board

M S Murali
Partner
Membership No. 26453
UDIN : 25026453BMFXWZ6519

V Upendran
Executive Chairman
DIN: 00557511

S Sathyanarayanan
Managing Director
DIN: 00446573

Place : Chennai
Date : May 27, 2025

N Prasanna
Company Secretary

S R Srinivasan
Director - Finance
DIN: 03559408



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

A. CORPORATE INFORMATION

Sanco Trans Limited ("The Company") is a listed Public Company domiciled in India and is incorporated on October 12, 1979 under the provisions of the Companies Act, 1956. The company became a public limited company on July 07, 1987. The registered office is headquartered in Chennai, India.

The Company is principally engaged in providing specialised logistics services across multimodal transport operators and container freight station operations.

B. STATEMENT OF COMPLIANCE

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as notified under the Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015. The presentation of the financial statements is based on the requirements of the Companies Act, 2013.

C. RECENT ACCOUNTING DEVELOPMENTS:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements

D. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The same accounting policies have been applied for all the periods presented except when the Company has made use of certain exceptions and/ or exemptions.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- 1) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- 2) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- 3) Level 3 inputs are unobservable inputs for the asset or liability.

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

The financial statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest lakhs, except where otherwise indicated.

The financial statements were approved for issue by the Board of Directors on May 27, 2025.

E. MATERIAL ACCOUNTING POLICIES

(i) REVENUE RECOGNITION:

Revenue from contracts with customers is recognised when control of the services are transferred to the customer or upon fulfilment of obligations at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services and excludes amounts collected on behalf of third parties. When (or as) a performance obligation is satisfied, the company recognises revenue at transaction price that is allocated to performance obligation. Amounts disclosed as revenue are net of returns, trade allowances, Discounts, rebates and any indirect taxes. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefit will flow to the entity based on specific criteria and for each of the company activities. Based on historical results, taking into consideration the type of customer and his historic payments, the type of transaction and the specifics of each arrangement. Income from Container is recognised on completion of the movement and delivery of goods to the party/ designated place. Income from Ground Rent is recognised for the chargeable period the container is lying in the Container Freight Station. However, in case of long-standing containers, the income from Ground Rent is not accrued unless the collectability is assured. Income from goods lying in the container freight station auctioned by the customs department is recognised at the bid money, net of related expenses on clearance of goods from the yard.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Income from warehousing operations, equipments and fleet hire and other executed work at contracted rates.

Contract balances

Trade receivables / Unbilled Revenue represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs the contract

Contract Cost

The Company pays incentives as a part of contract obligation, wherever applicable. The Company has elected to apply the practical expedient for costs to obtain a contract which allows the Company to immediately expense incentives because the amortization period of the asset that the Company otherwise would have used is one year or less. Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.

(ii) PROPERTY, PLANT AND EQUIPMENT:

Property, Plant and equipment held for use in the supply of services, or for administrative purposes, are stated in the balance sheet at cost (net of eligible credit for duties and taxes) less accumulated depreciation and accumulated impairment losses, if any and inclusive of expenses attributable to bringing the asset to its working condition and also borrowing cost in respect of qualifying assets. Costs of civil works (including electrification and fittings) is capitalised.

Depreciation on Property, Plant and Equipment is recognised from the date the assets are ready for their intended use so as to write off the cost of the assets less their residual values over their useful lives using the straight-line method.

The useful life of assets is estimated by the Management based on technical assessment. Estimated useful life of assets different from those prescribed under Schedule II to the 2013 Act is as follows:

Class of Property, Plant and Equipment	Useful life
Building on lease property	lease term
Office vehicle	5



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Depreciation on Property, Plant and Equipment which are added/disposed off during the year, is provided on pro-rata basis with reference to the date of addition/ deletion.

When significant parts of an item of property, plant and equipment have different useful lives they are accounted for as separate items (major components) of Property, Plant and Equipment. Property, Plant and Equipment that are not ready for their intended use are carried at costs comprising direct costs and other incidental/attributable expenses and are reflected under Capital work in progress.

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

(iii) INVESTMENT PROPERTY:

Investment Properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost including transaction cost. Subsequent to initial recognition, Investment Properties are measured in accordance with Ind AS 16 requirements for cost model. An investment property is de-recognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefit are expected from the disposal or when there is a change in its use. Any gain or loss arising out of the de-recognition of the property is included in the profit / loss in the period in which the property is de-recognized.

The company classifies land or building as investment property when it is held to earn rentals or for capital appreciation rather than for use in the supply of services or for administrative purposes

Depreciation on investment property is recognised so as to write off the cost of the assets less their residual value over their useful lives using the straight line method

(iv) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value other than trade receivables. Trade receivables are measured at their transaction price if the trade receivables do not contain a significant financing component. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Classification of financial assets:

Financial instruments that meet the following conditions are subsequently measured at amortised cost if the asset is held within a business model/structure whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments on principal and interest on the principal amount outstanding.

Financial instruments that meet the following conditions are subsequently measured at FVTOCI if the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Financial assets which are not classified in any of the above categories are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss.

Impairment of financial assets:

The Company applies expected credit loss model for recognising impairment loss on financial assets not designated as at FVTPL.

Expected credit losses are measured through a loss allowance at an amount equal to:

1. The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
2. Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

De-recognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of profit and loss.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest is the rate that exactly discounts estimated future cash receipts.

(v) PROVISIONS AND CONTINGENT LIABILITIES:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is management's best estimate of the consideration required to settle the present obligation at the end of the reporting period. When a provision is measured using the cash flows estimated to settle the present obligation its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liability is disclosed in case of:

1. A present obligation arising out of past events, when it is not probable that there will be an outflow of resources that will be required to settle the obligation.
2. A present obligation arising from past events, when no reliable estimate is possible.
3. A possible obligation arising from past events, unless the probability of outflow of resources is remote.
4. Provisions, Contingent liabilities, Contingent assets and commitments are reviewed at each Balance sheet date.
5. Provision for litigation related obligation represents liabilities expected to materialise in respect of matters in appeal.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of the receivable can be measured reliably.

(vi) EMPLOYEE BENEFITS:

Short term employee obligations:

A liability is recognised for benefits accruing to employees in respect of salaries, wages, compensated absences, medical benefits and other short-term benefits in the period the related service is rendered, at the undiscounted amount of the benefits expected to be paid in exchange for that service.

(vii) LEASES:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

The Company as a lessee:

The Company's leased asset class primarily consists of leases for land, buildings and vehicles. The Company at inception of a contract assesses whether these are a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. This policy has been applied to contracts existing and entered into on or after April 01, 2019.

The company recognises a right-of-use asset and lease liability at lease commencement date any lease payments made at or prior to the commencement date of the lease. The right – of –use asset is initially, measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made on or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using straight-line method from the commencement date to the end of lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is change in the future lease payments arising inter-alia from a change in the lease term, or if the change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than Rs.1,00,000 in value). The company recognises the lease payments associated with these leases as an expense over the lease term.

Depreciation on Right to Use Asset and impairment losses if any is recognised in Statement of Profit and Loss. Also, the company separately recognises interest on lease liability as a component of finance cost in Statement of Profit and Loss.

The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

F. OTHER ACCOUNTING POLICIES

(i) EMPLOYEE BENEFITS:

Post-employment obligations and termination benefits:

The company operates the following post-employment schemes-

- 1) Defined Contribution plan such as provident fund, superannuation fund and Employee State Insurance
- 2) Defined Benefit Plan such as gratuity and other retirement benefits.

Defined contribution plan

Payments to defined contribution plans i.e., Company's contribution to provident fund, superannuation fund, employee state insurance and other funds are determined under the relevant schemes and/or statute and charged to the Statement of Profit and Loss in the period of incurrence when the services are rendered by the employees. The Company has no further payment obligations once the contributions have been paid.

Defined benefit plan

The cost of providing benefits under the defined benefit plan i.e. Gratuity (funded) and other retirement benefits is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Defined benefit costs are comprised of

- 1) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- 2) Net interest expense or income; and
- 3) Re-measurement.

Re-measurement of net defined benefit liability/asset is reflected immediately in the balance sheet with a charge or credit in other comprehensive income in the period in which they occur and is not reclassified to profit or loss.

A liability for termination benefits is recognised at the earlier of when the Company can no longer withdraw the offer of termination benefit or when the Company recognises any related restructuring costs.

(ii) IMPAIRMENT OF ASSETS:

Plant, Property and Equipment and intangible assets are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(iii) REVENUE RECOGNITION – OTHER REVENUE STREAMS:

Dividend

Dividend income from investments is recognised when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

(iv) FOREIGN CURRENCY TRANSACTIONS:

The Company's financial statements are presented in INR, which is also its functional currency. Transactions in currencies other than the entity's functional currency are translated using the exchange rates at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currency are retranslated at the rates prevailing at that date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date are recognized as profit or loss in the period in which they arise.

(v) BORROWING COSTS:

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Other borrowing costs are recognised as expense in the year in which it is incurred.

(vi) INCOME TAXES:

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised directly in other comprehensive income or in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or in equity respectively.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Current tax:

Current tax is determined on taxable profits for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 including other applicable tax laws that have been enacted or substantively enacted.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all unused tax credits, deductible temporary differences and unused tax losses to the extent that it is probable that taxable profits will be available against which those unused tax credits, deductible temporary differences and unused losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current tax and deferred tax is recognised outside profit or loss if the tax relates to items that are recognised, in the same or a different period, outside profit or loss. Therefore, current tax and deferred tax that relates to items that are recognised, in the same or a different period:

- 1) In other comprehensive income, is recognised in other comprehensive income.
- 2) Directly in equity, is recognised directly in equity.

(vii) INTANGIBLE ASSETS:

Intangible assets are capitalised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets comprising software acquired are carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

(viii) CASH AND CASH EQUIVALENTS:

Cash and Cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

(ix) EXCEPTIONAL ITEMS:

On certain occasions, the size, the type or incidence of an item of expense or income, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, In that event such income or expense is classified as an exceptional item and accordingly disclosed in notes to the financial statements.

(x) FINANCIAL INSTRUMENTS:

Financial liabilities and equity instruments

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities:

All financial liabilities are subsequently measured at amortised cost using the effective interest rate method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- 1) It has been incurred principally for the purpose of repurchasing it in the near term; or
- 2) on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- 3) It is a derivative that is not designated and effective as a hedging instrument.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

A financial liability other than a financial liability held for trading, may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other expense' line item.

Gains or losses on financial guarantee contracts issued by the Company that are designated by the Company as at FVTPL are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance Costs" line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured (if not designated as at Fair value through profit or loss) at the higher of:

- 1) the amount of impairment loss allowance determined in accordance with requirements of Ind AS 109;
- 2) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

De-recognition of financial liabilities:

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the Company)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

G. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:

The preparation of financial statements in conformity with Ind AS requires the Company's Management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the Management in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Taxation

Determining of income tax liabilities using tax rates and tax laws that have been enacted or substantially enacted requires the Management to estimate the level of tax that will be payable based upon the Company's / expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

In respect of other taxes which are in disputes, the Management estimates the level of tax that will be payable based upon the Company's/ expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

(ii) Provisions against receivables

The Management makes judgement based on experience regarding the level of provision required to account for potentially uncollectible receivables using information available at the balance sheet date.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

(iii) Useful life of Property, Plant and Equipment and Intangible assets

The assessment of the useful life of each asset by considering the historical experience and expectations regarding future operations and expected usage, estimated technical obsolescence, residual value, physical wear and tear and the operating environment in which the asset is located needs significant judgement by the management. In case of intangible assets the useful life is determined based on the period over which future economic benefit will flow to the Company.

(iv) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FY 2024-25
Rs. in Lakhs

Note 1A: Property, Plant and Equipment and Capital Work-in-Progress

Description	Gross carrying amount			Depreciation				Net carrying amount	
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Upto April 01, 2024	Charge for the year	Disposals / Adjustments	Upto March 31, 2025	Balance as at March 31, 2025
(a) Land - Freehold	6,348.39	-	-	6,348.39	-	-	-	-	6,348.39
(b) Buildings, Roads and Civil Infrastructure	1,729.87	0.24	-	1,730.11	267.56	43.07	-	310.63	1,419.48
(c) Operating fleet/equipments	2,536.40	261.20	57.90	2,739.70	1,441.98	233.58	53.53	1,622.03	1,117.67
(d) Machinery	65.51	8.50	-	74.01	31.12	4.97	-	36.09	37.92
(e) Office Vehicles	120.89	-	26.12	94.77	78.83	15.62	26.12	68.33	26.44
(f) Furniture	8.72	0.63	-	9.35	7.20	0.48	-	7.68	1.67
(g) Office equipment	142.75	19.34	1.44	160.65	116.04	13.63	1.44	128.23	32.42
Total	10,952.53	289.91	85.46	11,156.98	1,942.73	311.35	81.09	2,172.99	8,983.99

Capital Work-in-Progress (CWIP)

Description	Balance as at April 01, 2024	Additions	Capitalised	Impairment loss	Balance as at March 31, 2025
Capital work-in-progress	-	289.91	274.95	-	14.96

Notes:

- Details of assets pledged as security for borrowings - Refer Note 13.2 and 16.1
- Amount of capital commitments (net of advances) for acquisition of property, plant and equipment 4.20 (March 31, 2024 - Rs. 42.34 lakhs)
- A portion of the administrative building has been leased out but is not considered as investment property as it is held for future use as owner-occupied property /for administrative purposes
- Title deeds of freehold land and building thereon disclosed above are held in the name of company
- Additions include exchange Loss/(Gain) capitalised, borrowing cost capitalised and expenditure in the course of construction Rs Nil (March 31, 2024 - Rs. Nil)
- No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- CWIP is to be completed in less than one year. CWIP whose completion is over due or has exceeded its cost compared to its original plan-Nil (March 31, 2024 - Rs. Nil)

Capital work-in-progress ageing schedule

Description	Carrying Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	14.96	-	-	-	14.96



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FY 2023-24
Rs. in Lakhs

Note 1A: Property, Plant and Equipment and Capital Work-in-Progress

Description	Gross carrying amount			Depreciation				Net carrying amount	
	Balance as at April 01, 2023	Additions	Disposals	Balance as at March 31, 2024	Upto April 01, 2023	Charge for the year	Disposals / Adjustments	Upto March 31, 2024	Balance as at March 31, 2024
(a) Land - Freehold	6,348.39	-	-	6,348.39	-	-	-	-	6,348.39
(b) Buildings, Roads and Civil Infrastructure	1,583.81	146.28	0.22	1,729.87	229.00	38.78	0.22	267.56	1,462.31
(c) Operating fleet/equipments	2,263.00	364.81	91.41	2,536.40	1,319.17	212.86	90.05	1,441.98	1,094.42
(d) Machinery	65.51	-	-	65.51	26.31	4.81	-	31.12	34.39
(e) Office Vehicles	106.83	82.18	68.12	120.89	72.00	19.94	13.11	78.83	42.06
(f) Furniture	8.66	0.06	-	8.72	6.54	0.66	-	7.20	1.52
(g) Office equipment	130.99	11.76	-	142.75	102.92	13.12	-	116.04	26.71
Total	10,507.19	605.09	159.75	10,952.53	1,755.94	290.17	103.38	1,942.73	9,009.80

Capital Work-in-Progress (CWIP)

Description	Balance as at April 01, 2023	Additions	Capitalised	Impairment loss	Balance as at March 31, 2024
Capital work-in-progress	95.95	509.14	605.09	-	-

Notes:

- Details of assets pledged as security for borrowings - Refer Note 13.2 and 16.1
- Amount of capital commitments (net of advances) for acquisition of property, plant and equipment - Rs. 42.34 lakhs (March 31, 2023-Rs. 67.99 lakhs)
- A portion of the administrative building has been leased out but is not considered as investment property as it is held for future use as owner-occupied property /for administrative purposes
- Title deeds of freehold land and building thereon disclosed above are held in the name of company
- Additions include exchange Loss/(Gain) capitalised, borrowing cost capitalised and expenditure in the course of construction Rs NIL (2022-2023 NIL)
- No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- CWIP is to be completed in less than one year. CWIP whose completion is over due or has exceeded its cost compared to its original plan-Nil (FY 22-23 Nil)

Capital work-in-progress ageing schedule

Description	Carrying Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	-	-	-	-



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FY 2024-25
Rs. in Lakhs

Note 1B: Right of Use Asset

Description	Gross carrying amount				Amortisation				Net carrying amount as at March 31, 2025
	Balance as at April 01, 2024	Additions	Disposals	Reclassification	Balance as at March 31, 2025	Upto April 01, 2024	Charge for the year	Disposals/ Adjustments	Upto March 31, 2025
Land	194.64	139.41	90.90	-	243.15	101.58	73.23	71.74	103.07
Operating fleet / equipments	210.83		-	-	210.83	2.51	30.12	-	32.63
Total	405.47	139.41	90.90	-	453.98	104.09	103.35	71.74	135.70

Notes:

- Lease agreements are duly executed in favour of the Company.
- Discounting rate used for the purpose of computing right to use asset is Incremental borrowing rate ranging from 9% to 12.95%.
- The lease period ranges from 2 years to 7 years over which the right to use asset is depreciated on a straight line basis
- Lease terms are negotiated on an individual basis and contain a range of different terms and conditions. The lease agreements do not impose any major covenants other than the security interests in the leased assets that are held by the lessor. Leased assets are not used as security for borrowing purposes.

FY 2023-24
Rs. in Lakhs

Note 1B: Right of Use Asset

Description	Gross carrying amount				Amortisation				Net carrying amount as at March 31, 2024
	Balance as at April 01, 2023	Additions	Disposals	Reclassification	Balance as at March 31, 2024	Upto April 01, 2023	Charge for the year	Disposals/ Adjustments	Upto March 31, 2024
Land	118.28	76.36	-	-	194.64	45.98	55.60	-	101.58
Operating fleet / equipments	-	210.83	-	-	210.83	-	2.51	-	2.51
Total	118.28	287.19	-	-	405.47	45.98	58.11	-	104.09

Notes:

- Lease agreements are duly executed in favour of the Company.
- Discounting rate used for the purpose of computing right to use asset is Incremental borrowing rate ranging from 9% to 12.95%.
- The lease period ranges from 2 years to 7 years over which the right to use asset is depreciated on a straight line basis
- Lease terms are negotiated on an individual basis and contain a range of different terms and conditions. The lease agreements do not impose any major covenants other than the security interests in the leased assets that are held by the lessor. Leased assets are not used as security for borrowing purposes.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note 2: Other Intangible Assets

FY 2024-25
Rs. in Lakhs

Description	Gross carrying amount			Amortisation				Net carrying amount
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Upto April 01, 2024	Charge for the year	Disposals/ Adjustments	Upto March 31, 2025
Software acquired	37.21	3.34	-	40.55	35.96	1.72	-	37.68
Total	37.21	3.34	-	40.55	35.96	1.72	-	37.68

Notes:

- (i) Amount of capital commitments for acquisition of intangible assets - Rs. Nil (March 31, 2024 Rs. Nil)
(ii) Impairment loss recognised in the statement of Profit and Loss is NIL (2023-24 - NIL)

Note 2: Other Intangible Assets

FY 2023-24
Rs. in Lakhs

Description	Gross carrying amount				Amortisation				Net carrying amount
	Balance as at April 01, 2023	Additions	Disposals	Balance as at March 31, 2024	Upto April 01, 2023	Charge for the year	Disposals/ Adjustments	Upto March 31, 2024	Balance as at March 31, 2024
Software acquired	37.21	-	-	37.21	34.25	1.71	-	35.96	1.25
Total	37.21	-	-	37.21	34.25	1.71	-	35.96	1.25

Notes:

- (i) Amount of capital commitments for acquisition of intangible assets - Rs. Nil (March 31, 2023 Rs. Nil)
(ii) Impairment loss recognised in the statement of Profit and Loss is NIL (2022-23 - NIL)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note 3: Investment Property

FY 2024-25

Rs. in Lakhs

Description	Gross Block				Depreciation				Net carrying amount
	Balance as at April 01, 2024	Additions	Disposals	Balance as at March 31, 2025	Upto April 01, 2024	Charge for the year	Disposals/ Adjustments	Upto March 31, 2025	Balance as at March 31, 2025
Building	2,184.58	-	-	2,184.58	977.60	71.00	-	1,048.60	1,135.98

Relating to the line in the balance sheet	Description of item of property	Gross Carrying Value (Rs.In Lakhs)	Title deeds held on the name of	Whether title deed holds in promoter etc.	Property held since which date	Reason for not being held in the name of company
Investment Property	Buildings - on leasehold land	2184.58	Land In the Name of Sudharsan Logistics pvt Ltd	NA	2013	The Company owns the leasehold land rights over the land upto 2041 and hence over major portion of life of the building.

The said building is on land not belonging to / Owned by the company and accordingly there are constraints on the disposal of the aforesaid building and the fair market value is not readily ascertainable. The company is however confident that the above carrying amount is realisable.

Disclosures regarding income and expenditure of Investment property

Particulars	Year ended March 31, 2025
Rental income recognized in profit & Loss	172.80
Direct operating expenses (including repairs and maintenance) that generated rental income	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-
Useful life used for depreciation	18 Years
Depreciation	71.00
Impairment loss recognised	-



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Note 3: Investment Property

FY 2023-24

Rs. in Lakhs

Description	Gross Block				Depreciation				Net carrying amount
	Balance as at April 01, 2023	Additions	Disposals	Balance as at March 31, 2024	Upto April 01, 2023	Charge for the year	Disposals/ Adjustments	Upto March 31, 2024	Balance as at March 31, 2024
Building	2,184.58	-	-	2,184.58	906.60	71.00	-	977.60	1,206.98

Relating to the line in the balance sheet	Description of item of property	Gross Carrying Value (Rs.In Lakhs)	Title deeds held on the name of	Whether title deed holds in promoter etc.	Property held since which date	Reason for not being held in the name of company
Investment Property	Buildings - on leasehold land	2184.58	Land In the Name of Sudharsan Logistics pvt Ltd	NA	2013	The Company owns the leasehold land rights over the land upto 2041 and hence over major portion of life of the building.

The said building is on land not belonging to / Owned by the company and accordingly there are constraints on the disposal of the aforesaid building and the fair market value is not readily ascertainable. The company is however confident that the above carrying amount is realisable.

Disclosures regarding income and expenditure of Investment property

Particulars	Year ended March 31, 2024
Rental income recognized in profit & Loss	172.80
Direct operating expenses (including repairs and maintenance) that generated rental income	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-
Useful life used for depreciation	18 Years
Depreciation	71.00
Impairment loss recognised	-



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

4. Non - Current Financial Assets - Others

Unsecured, considered good

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
(a) Security deposits	5.29	5.13
(b) Bank deposits*	33.95	33.40
(c) Interest accrued on bank deposits referred in (b) above	5.70	4.24
(d) Rental deposit	38.77	39.18
	83.71	81.95

Notes :

4.1 *Remaining maturity of more than 12 months.

4.2 Security deposits are carried at amortised cost.

5. Other Non - Current Assets

Unsecured, considered good

(a) Advance Income tax-net of provisions	176.69	187.39
(b) Capital Advance	2.40	92.39
(c) Prepaid expenses	9.13	3.81
(d) Taxes paid under Protest	20.89	20.89
	209.11	304.48

6. Current Assets - Inventories

Stores and spares

14.80	9.21
14.80	9.21

7. Current Financial Assets - Trade Receivables

Trade receivables

- Unsecured, considered good

(a) Related parties (Refer Note. 36)

(b) Others

2,606.32	2,536.04
2,606.32	2,536.04

- Unsecured, Credit Impaired

Less: Allowance for credit impairment

26.68	26.68
(26.68)	(26.68)
2,606.32	2,536.04



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

7.1 Movement in allowance for credit losses

Rs. in Lakhs

	Opening	Net Movement	Closing
- March 2025	26.68	-	26.68
- March 2024	26.68	-	26.68

7.2 Trade Receivables ageing schedule

FY 2024-25

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) Undisputed Trade receivables – considered good	297.09	2,278.76	10.59	19.77	0.11	-	2,606.32
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	26.68	26.68
Less: Allowance for credit loss	-	-	-	-	-	-	(26.68)
Total Trade Receivables	297.09	2,278.76	10.59	19.77	0.11	26.68	2,606.32

FY 2023-24

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) Undisputed Trade receivables – considered good	319.58	2,179.87	33.06	2.67	0.86	-	2,536.04
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	26.68	26.68
Less: Allowance for credit loss	-	-	-	-	-	-	(26.68)
Total Trade Receivables	319.58	2,179.87	33.06	2.67	0.86	26.68	2,536.04

7.3 Book debts are secured by exclusive charge towards working capital loan (Refer Note.16.2)

7.4 The Company has assessed credit risk on an individual basis in respect of the above trade receivables and the loss allowance has been accordingly recognised.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

8.1 Cash and cash equivalents

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
(a) Balance with banks		
- in current account	6.63	7.42
(b) Cash on hand	0.36	0.98
(c) Bank deposits with original maturity within 3 months	350.00	350.00
(d) Cheques on hand	-	0.11
	356.99	358.51

8.2. Bank Balances other than 8.1 above

(a) Earmarked bank balances - Unclaimed Dividend account	5.24	5.00
(b) Earmarked bank balances - Others	0.36	1.05
(c) Balance with banks held as Margin money	14.98	14.80
(d) Bank deposits with original maturity between 3 to 12 months	53.08	55.78
	73.66	76.63

9. Current Financial Assets - Others

Unsecured, considered good (unless otherwise stated)

(a) Interest accrued :		
- Fixed deposits with banks	9.02	8.13
(b) Employee advance	11.87	4.61
(c) Bank deposits with remaining maturity less than 12 months	277.84	67.73
(d) Others receivables		
- Related party	43.00	16.40
- Others	2.10	35.19
	343.83	132.06

10. Other Current Assets

Unsecured, considered good

(a) Advances to suppliers, contractors and others	-	-
- Related party		
- Others	57.97	48.20
(b) Prepaid expenses	121.15	107.29
(c) Balance with government authorities	3.26	39.59
(d) Contract Cost	0.40	13.14
(e) Other receivables	20.10	6.29
	202.88	214.51



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
11. Equity Share Capital		
Authorised		
70,00,000 (March 2024: 70,00,000) Equity shares of Rs. 10 each	700.00	700.00
Equity shares of Rs. 10 each with voting rights	700.00	700.00
Issued, Subscribed and fully paid up		
18,00,000 (March 2024: 18,00,000) Equity shares of Rs. 10 each	180.00	180.00
Shares of Rs.10 each with voting rights	180.00	180.00

11.1. Of the above, shares held by each shareholder holding more than 5% of shares

Name of the shareholder	As at March 31,2025		As at March 31,2024	
	No. of shares held	% of shares held	No. of shares held	% of shares held
Smt. Devaki S	-	-	2,12,750	11.82%
Sri. Sathyanarayanan S	4,14,832	23.05%	2,01,782	11.21%
Sudharsan Logistics Private Ltd	4,98,903	27.72%	4,98,903	27.72%
Sanco Estates and Farms Private Ltd	1,50,553	8.36%	1,50,481	8.36%

11.2 Reconciliation of number of shares (No's in lakhs)

	As at March 31, 2025	As at March 31, 2024
Opening	18.00	18.00
Additions/Deletions	-	-
Closing	18.00	18.00

11.3 Rights, Preferences and Restrictions attached to equity shares The holders of Equity shares are entitled to vote at the General Meeting and also to the dividend declared/paid in proportion to the Shares held by them. Apart from the above, their rights, preferences and restrictions are governed by the terms of their issue and the provisions of the Companies Act, 2013.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

11.4 Shareholding of Promoters

Shares held by promoters at the end of the year	As at March 31, 2025		% Change during the year
	No. of Shares	% of total shares	
Sudharsan Logistics Private Limited	4,98,903	27.72%	-
Devaki S	-	0.00%	-11.8%
Sathyanarayanan S	4,14,832	23.05%	11.8%
Sanco Estates And Farms Private Limited	1,50,553	8.36%	0.00%
Upendran V	79,900	4.44%	-
Sathyavathi P	40,000	2.22%	-
Gajalakshmi S	40,000	2.22%	-
Gunavathi D	40,000	2.22%	-
Meera M	39,500	2.19%	-

Shares held by promoters at the end of the year	As at March 31, 2024		% Change during the year
	No. of Shares	% of total shares	
Sudharsan Logistics Private Limited	4,98,903	27.72%	-
Devaki S	2,12,750	11.82%	-
Sathyanarayanan S	2,01,782	11.21%	-
Sanco Estates And Farms Private Limited	1,50,481	8.36%	-
Upendran V	79,900	4.44%	-
Sathyavathi P	40,000	2.22%	-
Gajalakshmi S	40,000	2.22%	-
Gunavathi D	40,000	2.22%	-
Meera M	39,500	2.19%	-

11.5 Number and class of shares allotted as fully paid up without payment being received in cash, Shares allotted as fully paid up by way of bonus shares and aggregate number of shares brought back in the immediately preceeding 5 years - Nil (2023-24- Nil)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

12. Other Equity

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
General Reserve (refer Note 12.1 below)	3,931.08	3,931.08
Retained Earnings (refer Note 12.2 below)	6,542.82	6,416.54
	10,473.90	10,347.62

Refer " Statement of Changes in Equity" for additions/ deletions in each reserve.

Notes:

- 12.1. General reserve is created from time to time by transferring profits from retained earnings and can be utilised for the purpose such as dividend payout, bonus issue, etc..
- 12.2. Revaluation reserve considered as part of retained earnings on Ind AS transition date (April 1,2016) in terms of Ind AS 101 may not be available for distribution of dividend.
- 12.3. Retained Earnings disclosed above includes items of other comprehensive income / (loss).

13. Non - Current Financial Liabilities - Borrowings

Term loans from Banks - Secured		
Loan for acquisition of Capital assets under deferred payment Scheme	315.51	419.51
	315.51	419.51

Notes:

- 13.1 Refer Note. 16(b) for current maturities of Non - Current Financial liabilities - borrowings.
- 13.2 Security details for borrowings in Note 13,1 and 16(b)
 - (a) Loan for acquisition of capital assets under deferred payment scheme is secured by hypothecation of related capital assets and guaranteed by Managing Director.
 - (b) The loan sanctioned of Rs. 1,383.00 Lakhs from the bank for acquisition of Land & building - Head office and secured by the said property was fully discharged. However, satisfaction of the charge to be filled with the Registrar of companies is pending receipt of 'satisfaction' letter from the Bank. 'No due' certificate has, however been obtained from the bank and steps have been initiated to file the satisfaction of charge.
- 13.3 For other terms of the borrowings; Refer Note 50.
- 13.4 Registration / Modification of charges has been registered with the relevant Registrar of Companies within the period prescribed under Sec. 77 of the Companies Act, 2013 read with the first proviso thereof except as detailed in 13.2(b)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

14. Non - Current Financial Liabilities - Others

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
Rental Deposit	69.62	66.97
	69.62	66.97

15. Deferred Tax Liabilities (Net)

(a) Deferred tax liabilities	556.71	496.57
(b) Deferred tax asset	(137.51)	(112.33)
	419.20	384.24
(c) MAT credit entitlement	(0.25)	(12.81)
	418.95	371.43

Note: Refer note. 29,30 and 31 for details of deferred tax liabilities and assets.

16. Current Financial Liabilities - Borrowings

Loans repayable on demand - Secured		
(a) From Banks - Cash Credit facilities	302.58	442.44
(b) Current maturities of long term debt - Secured	235.74	289.77
	538.32	732.21

Notes:

16.1 Security details:

- Cash credit facility is secured by first charge on the book debts and other movable assets of the company both current and future, land and structures thereon at Container Freight Station.

16.2 The company has been sanctioned working capital limits in excess of five crores, in aggregate, by banks or financial institutions on the basis of security of current assets and the quarterly returns or statements, as revised, filed by the company with such banks or financial institutions are materially in agreement with the books of account of the Company

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

16.4 The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

16.5 The above loan from bank is a working capital loan repayable on demand.

16.6 Security and other details for current maturities of long term debt: Refer Note 13.2 and 13.3.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

17. Current Financial Liabilities - Trade payables

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	754.53	717.96
	754.53	717.96

17.1 The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been furnished.

17.2 Trade payables mentioned above are carried at amortised cost.

17.3 Trade payables ageing schedule for March 31, 2025 and March 31, 2024:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	727.12	23.10	4.31	-	754.53
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	712.15	5.27	0.23	0.31	717.96
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
18. Current Financial Liabilities - Others		
(a) Interest accrued but not due	2.96	3.40
(b) Creditors for expenses	1,124.37	928.50
(c) Employee benefits	50.12	45.59
(d) Capital Creditors (other than MSME parties)	14.71	11.16
(e) Unclaimed dividend	5.24	5.00
(f) Due to directors	19.49	32.70
(g) Bonus unpaid	5.05	4.84
(h) Other payables		
- Related party	-	25.25
- Others	3.80	4.44
	1,225.74	1,060.88
19. Other Current Liabilities		
(a) Refund liability	108.57	83.31
(b) Unearned income	0.80	26.77
(c) Statutory dues	93.10	111.66
	202.47	221.74
20. Provisions		
(a) Provision for employee benefits - Bonus	30.06	32.15
(b) Provision for disputed cases	74.67	74.67
	104.73	106.82

20.1 Movement in Provision-Bonus is as follows:

	Opening	Additions	(Utilisations) / (Reversals)	Closing
Mar-25	32.15	30.06	(32.15)	30.06
Mar-24	37.30	32.15	(37.30)	32.15

20.2 Movement in Provision for Disputed Cases are as follows:

	Opening	Additions	(Utilisations) / (Reversals)	Closing
Mar-25	74.67	-		74.67
Mar-24	74.67	-	-	74.67



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
21. Revenue from Operations		
Sale of Services		
(a) Handling earnings	5,747.12	5,081.17
(b) Equipment and fleet hire earnings	3,290.78	3,217.79
(c) Warehouse earnings	1,188.83	1,281.67
(d) Agency and other earnings	628.14	596.34
	10,854.87	10,176.97
Less : Incentives, Rebates, Trade Discounts	358.21	383.82
	10,496.66	9,793.15
22. Other Income		
(a) Interest Income	13.55	31.13
(b) Other non - operating income		
(i) Net gain on disposal of property, plant and equipment	56.97	60.72
(ii) Net gain on termination of lease	1.31	-
(ii) Rent received	145.24	98.66
(iii) Income from Investment Property	172.80	172.80
(iv) Others	2.63	7.09
	392.50	370.40
23. Operating expenses		
(a) Handling expenses	3,198.10	2,867.97
(b) Container repairs	114.45	76.84
(c) Hired equipments upkeep	26.49	47.28
(d) Operating equipments / fleet upkeep	1,982.99	1,844.51
(e) Others	59.05	56.95
	5,381.08	4,893.55
24. Employee benefits expense		
(a) Salaries, wages and bonus	915.92	879.47
(b) Contribution to provident and other funds	79.63	80.67
(c) Staff welfare expenses	166.65	163.29
	1,162.20	1,123.43
24.1 Contribution to Defined Contribution Plans, recognised as expense for the year is as under:		
a) Employer's Contribution towards provident fund Rs. 55.57 Lakhs (2023-24 Rs. 56.32) and towards Employee Deposit Linked Insurance Rs. 10.24 lakhs (2023-24 Rs. 10.72 lakhs).		
b) Employee's welfare expenses includes contribution to Employee's State Insurance Plan Rs. 3.78 Lakhs (2023-24 4.66 Lakhs).		



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
25. Finance costs		
(a) Interest expense on borrowings	64.30	85.18
(b) Interest on leases	19.78	15.59
(c) Other borrowing costs		
- loan processing charges	3.59	3.61
- Guarantee Charges	0.24	0.21
	87.91	104.59
26. Other expenses		
(a) Consumption of Stores and tools	6.26	4.54
(b) Power and fuel	48.24	29.84
(c) Rent		
- Warehouse	4.25	10.41
- Others	28.08	27.89
(d) Repairs to buildings		
- Warehouse	30.67	30.12
- Others	29.92	37.18
(e) Repairs to machinery	1.52	1.06
(f) Fuel for office vehicles	6.62	5.80
(g) Insurance	28.69	24.99
(h) Rates and taxes	49.89	37.98
(i) Travel and conveyance	64.97	60.90
(j) Security Services	69.42	77.71
(k) Sitting fees of Directors	4.50	4.75
(l) Net exchange loss	4.49	1.17
(m) Others	214.89	197.24
	592.41	551.58
27. Others include:		
Payment to auditors		
Statutory Audit fee	6.00	6.00
Taxation matters	3.00	3.00
Other matters	2.00	2.00
	11.00	11.00



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in Lakhs

28. Income tax expense (income) for the year reconciled to accounting profit (loss):

Profit / (loss) before tax	267.08	192.62
(i) Applicable Income tax rate	27.82%	26.00%
(ii) Income tax expense calculated at above rates	74.30	50.08
(iii) Effect of timing difference on account of expense	(5.22)	
(iv) Effect of permanent differences	1.21	0.48
(iv) Effect of change in tax rates	26.90	
(v) Others	(4.26)	22.68
	92.93	73.24
(viii) Income tax expense of Prior year	24.87	4.52
Income tax expense recognised in Statement of Profit and Loss	117.80	77.76

29. Analysis of deferred tax assets/liabilities

March 31, 2025	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Recognised in other equity	Closing balance
Deferred tax (liabilities) assets in relation to :					
PPE and intangible assets other than land , ROU etc..	(496.57)	(60.14)	-	-	(556.71)
Provisions, lease liability and other payables	112.33	25.18	-	-	137.51
Total	(384.24)	(34.96)	-	-	(419.20)

March 31, 2024	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Recognised in other equity	Closing balance
Deferred tax (liabilities) assets in relation to :					
PPE and intangible assets other than land, ROU etc..	(394.93)	(101.64)	-	-	(496.57)
Provisions, lease liability and other payables	50.94	61.39	-	-	112.33
Total	(343.99)	(40.25)	-	-	(384.24)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

30. No deferred tax asset on immovable property is recognised during the year given that lands may never be sold or sold in the very distant future by which time either tax laws may have changed or the company may have tax losses with the benefit of indexation not being realised.
31. Unrecognised deductible temporary differences, unused tax losses and unused tax credits (including that are recognised in Note 15(c))

	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
Unused tax credits	333.35	307.19

These will expire in the years from financial year 2025-26 to 2038-39

32. Events after the Reporting Period

The Board of Directors have recommended dividend of Rs. 2.70 per fully paid up equity share of Rs. 10 each, aggregating Rs. 48.60 lakhs for the financial year 2024-25. The actual dividend amount will be dependent on relevant share capital outstanding as on the record date / book closure.

33. Earnings Per share

33.1 Earnings per Equity share

Basic earnings per share	8.29	6.38
Diluted earnings per share	8.29	6.38
Face value per share	10.00	10.00

33.2 Basic and diluted earnings per share

Profit (loss) for the year attributable to equity shareholders	149.28	114.86
	No's in lakhs	No's in lakhs
Weighted average number of equity shares used in calculation of basic earnings per share	18.00	18.00
Weighted average number of equity shares used in calculation of diluted earnings per share	18.00	18.00



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

- 34. Segment information** - The Company is principally engaged in a single business segment viz. Logistics based on nature of service, risks, returns and the internal business reporting system. The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicators of the Company as a single unit. Accordingly, there is no other reportable segment in terms of Ind AS 108 'Operating Segments'. The Company is domiciled in India. Information about entity wise disclosure as mandated under Ind AS 108 is as follows:

Total Revenue from Contract with customers	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
India	10,441.63	9,753.43
Outside India	55.03	39.72
Total revenue from contract with customers	10,496.66	9,793.15

- 35. Information about major customers** - Disclosure of amount of revenues from transactions with single customer amount to 10 % or more of Company revenue. There are no single customer that has contributed to 10% or more of company's revenue.

36. Related Parties as per Ind AS 24 with whom the company has had transactions#

(i) List of Related Parties

(a) Key Management Personnel (KMP)

Shri V Upendran, Executive Chairman
 Shri S Sathyanarayanan, Managing Director
 Shri U Udayabhaskar Reddy, Whole time director
 Shri S R Srinivasan, Director Finance

(b) Enterprise where significant influence is exercised on the Company

Sudharsan Logistics Private Limited (SLPL)

(c) Entity which is Post Employment Benefit Plan :

Sanco Trans Limited Employees Group Gratuity Trust Fund

(d) Relative of KMP

Smt. Devaki Santhanam
 Smt. Sathyavathi P
 Smt. Gajalakshmi S
 Smt. Gunavathi D
 Smt. Meera M



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

36. Related Parties as per Ind AS 24 with whom the company has had transactions (continued)

(ii) Related Party Transactions and Closing balance

	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
(a) Key Management Personnel		
Remuneration*		
Short term employee benefits	173.40	173.40
Rent Expense	7.87	10.53
Dividend paid	7.42	3.36
Amounts due at year end	19.49	32.70
(b) Enterprise where significant influence is exercised on the Company		
Tractor / Trailer hire charges paid	43.31	42.00
Lease rent paid	3.54	3.54
Lease rent earned	172.80	172.80
Dividend paid	7.48	5.97
Other Receivables	43.00	16.40
Other payables	-	25.25
(c) Post Employment Benefit Plan		
Contribution towards gratuity	13.82	13.63
Other Comprehensive Income / (Loss)	5.54	(7.51)
Gratuity liability / (asset)	(10.63)	(16.18)
(e) Relative of KMP		
Dividend Paid	2.39	4.47
Sitting fees	0.25	0.40

*Managerial Remuneration above does not include gratuity benefit since the same is actuarially computed for all the employees and the amount attributable to the managerial personnel cannot be ascertained separately.

The above transactions does not include reimbursement of expenses

As per section 149(6) of the Companies Act, 2013, Independent Directors are considered as "Key Managerial Personal" However, considering the roles and functions of independent directors stated under Schedule IV of the Companies Act, 2013, they have not been disclosed as KMP for the purpose of disclosure requirements of Ind AS -24 "Related - Parties



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

37.1 Related Parties with whom the company has not had any transactions (except dividend paid as disclosed in Note 36)

- (i) Entities in which KMP has control : 1. Premium Mint and Herb Pvt Ltd ,2. Sanco Estates & Farms Pvt Ltd 3. Shreyas Wheels Pvt Ltd, 4. The Nellikuppam Industires, 5. Sri Sathyanarayanan & Co. 6. Sakthi Hitech Fabrications Pvt Ltd.

37.2 Related Parties with whom the company has had transactions: Dividend paid to Sanco Estates & Farms (P) Ltd: Rs. 2.26 lakhs (2023-24 Rs. 1.80 lakhs)

38. Contingent liability

	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
(a) Claims against the company not acknowledged as debts		
(i) Service Tax	12.89	12.89
(ii) Indirect taxes other than (i) above (refer note 1)	172.68	
(iii) Others	349.66	396.03
(b) Bank guarantees	23.20	38.00

Notes :

- The company has received indirect tax demand of Rs. 172.68 Lakhs (as at March 31, 2024 - Nil) on account of differences in forms filed and on account of differences in rates adopted. In respect of these matters, the company is in appeal against these disallowances before the appellate authority. The company believes that its position is likely to be upheld by the appellate authority and considering the facts, the ultimate outcome of these proceedings is not likely to have material adverse effect on the results of operation or the financial position.
- Others include a gross claims of Rs. 414.55 lakhs during an earlier year by a customer jointly on the company, the insurers and the transporters for damage to imported goods/machinery transported. The claim is being contested and the probable individual outflow of resources is not ascertainable
- Future cash outflows in respect of above are determinable only on receipt of judgement / decisions pending with various forums / authorities.

39. Commitments

	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
(a) Capital commitments (net of advances) not provided for*	4.20	42.34

*The outflow in respect of the above is not practicable to ascertain in view of the uncertainties involved.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

40.1 Leases

The Company has adopted IND AS 116 Leases with effect from 1st April, 2019. The lease arrangements subsisting as on date and eligible for recognition as Right of Use Asset under IND AS 116 is disclosed in Note no:1B All other lease arrangements as date are either Low value asset or short term leases (which are covered by exemption in Ind AS 116) and accordingly the lease rentals are recognised as expenses in the Statement of Profit and loss. The following are the disclosures in terms of IND AS 116:

40.2 Payments recognised as expense for the Non-cancellable lease:

Non-cancellable lease commitments	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Maturity analysis of future lease payments :		
Not later than 1 year	81.29	67.99
Later than 1 year but not later than 5 years	98.71	60.75
Later than 5 years	-	-

40.3 Rental payment for which exemption is availed under IND AS 116

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Low value leases	6.75	5.57
Short term leases	25.58	32.73

40.4 Other disclosures

Particulars	Note No.	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
a. Carrying value of right of use of (ROU) asset	1.B	318.28	301.38
b. Depreciation charge for ROU asset	1.B	103.35	58.11
c. Interest expense on lease liability	25	19.78	15.59
d. Total cashflow during the year for leases		(89.74)	(66.74)
e. Additions to ROU (Other than upon transition)	1.B	139.41	287.19
f. Lease commitments for short term leases		-	-
g. Lease liability outstanding		159.51	110.52



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Lease terms are negotiated on an individual basis and contain a range of different terms and conditions. The lease agreements do not impose any covenants other than that the company cannot provide the leased premises as security for its borrowings etc, nor can it be subleased without the permission of the lessor.

The lease payment are discounted using the company's incremental borrowing rate @ 9% - 12.95% being the rate that the company would have to pay to borrow funds necessary to obtain an asset of similar value to ROU asset in a similar economic environment with similar terms, security and conditions.

The Company has taken assets on lease from Various lessors. In terms of the Ind As 116, the company has adopted 'modified retrospective approach' and has recognised the 'Right of Use'(ROU) asset as the present value of unpaid lease payments and depreciated the same considering the lease term.

All other assets taken on lease by the Company has a lease term of 12 months or less (short term lease) and the Company has elected not to apply the requirements of the new standard to the same. Accordingly, there is no impact of the Ind As 116 on the results of the period with respect to short term leases.

Leasing arrangements

Operating leases related to leases of land with remaining lease term ranging from 26 months to 27 months.

41. Corporate Social Responsibility (CSR) Obligation:

The provisions of section 135 of the Companies Act, 2013 (Act) are not applicable for the financial years ended March 31, 2025 & March 31, 2024 due to non-applicability of conditions mentioned in sub-section 1 of section 135 of the Act.

42. Foreign Currency Transactions

Foreign exchange and foreign currency transactions and derivatives - (i) Imports – Rs. 102.09 Lakhs (2023-24 Rs. 44.76 lakhs); (ii) Other expenditure (charge to P&L) in foreign currency Rs. 2.92 Lakhs (2023-24 Rs. 0.25 lakhs); (iii) Other earnings in foreign exchange Rs. Nil (2023-24 Nil lakhs) ; (iv) There was no remittance in foreign currencies on account of dividend to non-resident shareholders; (v) Derivatives – Company has not so far used derivative financial instruments such as forward contracts, currency swap to hedge currency exposures, present and anticipated. However, currency exposure not hedged by derivative instruments are as under:

Amount receivable on account of services rendered, advances, etc. USD 5,872.48 equivalent to Rs. 5.02 Lakhs (March 31, 2024 - USD 5,344.84 equivalent to Rs. 4.46 Lakhs); Amount payable on account of services obtained Rs. Nil (March 31, 2024 USD 9,956.07 equivalent Rs. 8.30 lakhs)



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

43. The Company has purchased vehicles on hire purchase loan, Details of Repayments are as follows:

Particulars	Minimum Future Lease rentals		
	Due with in 1 year	Due later 1 year and not later than 5 years	Due later than 5 years
(i) Principal Repayments (2024-25)	235.74	315.51	-
(ii) Interest Repayments (2024-25)	38.17	11.52	-
(i) Principal Repayments (2023-24)	234.64	419.52	-
(ii) Interest Repayments (2023-24)	44.55	44.29	-

44. Revenue from contracts with customers:

(a) Disaggregated revenue information

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Type of goods and service		
Revenue from logistics service	10,854.87	10,176.97
Less: Commission, rebate and discounts	(358.21)	(383.82)
Total revenue from contract with customers	10,496.66	9,793.15

(b) Timing of revenue recognition

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	At a point in time	Over a period of time	At a point in time	Over a period of time
Revenue from logistics service	10,854.87	-	10,176.97	-
Less: Commission, rebate and discounts	(358.21)	-	(383.82)	-
Total revenue from contract with customers	10,496.66	-	9,793.15	-

(c) Contract balances

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Trade receivables	2,606.32	2,536.04
Contract assets (Refer note (d) below)	0.40	13.14
Contract liabilities	18.20	11.24



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

- (d) Trade receivables are non-interest bearing and are generally on terms of "Cash and Carry". Contract assets are an entity's right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time (for example, the entity's future performance).

(e) **Revenue recognised in relation to contract liabilities**

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Amounts included in contract liabilities at the beginning of the year	11.24	25.46
Performance obligations satisfied during the year	11.24	25.46

(f) **Reconciliation of revenue recognised in the statement of profit and loss with the contracted price**

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Revenue as per contracted price	10,854.87	10,176.97
Adjustments		
Less: Commission, rebate and discounts	(358.21)	(383.82)
Revenue from contract with customers	10,496.66	9,793.15

45 Net debt reconciliation:

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
1. Cash and cash equivalents	356.99	358.21
2. Short-term Borrowings	(302.58)	(442.44)
3. Long-term Borrowings*	(551.25)	(709.28)
4. Lease Liabilities	(159.51)	(110.52)
Net debt	(656.35)	(903.73)

*Includes Current maturities of long term debt



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in Lakhs

Particulars	Other assets	Liabilities from financing activities			Total
	Cash and Bank overdraft	Lease Liabilities	Non-current borrowings	Current borrowings	
Net debt as at March 31, 2024	358.51	(110.52)	(709.28)	(442.44)	(903.73)
Cash flows	(1.52)	89.74	155.07	139.86	383.15
Interest expense	-	(19.78)	(52.37)	(11.92)	(84.07)
Interest paid	-		55.33	11.92	67.25
Other non-cash movements					-
- Acquisitions / disposals	-	(118.95)	-	-	(118.95)
					-
Net debt as at March 31, 2025	356.99	(159.51)	(551.25)	(302.58)	(656.35)

Note:

Assets represented by positive numbers

Liabilities represented by negative numbers

Particulars	Other assets	Liabilities from financing activities			Total
	Cash and Bank overdraft	Lease Liabilities	Non-current borrowings	Current borrowings	
Net debt as at March 31, 2023	0.60	(85.06)	(560.44)	(165.74)	(810.64)
Cash flows	357.91	66.74	(152.24)	(276.70)	(4.29)
Interest expense	-	(15.59)	54.06	31.11	69.58
Interest paid	-		(50.66)	(31.11)	(81.77)
Other non-cash movements					-
- Acquisitions / disposals	-	(76.61)	-	-	(76.61)
					-
Net debt as at March 31, 2024	358.51	(110.52)	(709.28)	(442.44)	(903.73)

Note:

Assets represented by positive numbers

Liabilities represented by negative numbers



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

46. Financial risk management objectives and policies

The Company's principal financial liabilities, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk, and liquidity risk. The Company's risk management is undertaken by the senior management.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include Long term borrowings, Advances and deposits.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (where revenue or expense is denominated in a foreign currency). The value of foreign currency exposed risk is not material.

As at March 31, 2025

Amounts denominated in respective foreign currency

Currency	Net exposure on the currency		Net overall exposure on the currency Net Assets / (Net Liabilities)
	Liabilities	Assets	
USD	-	5,872.48 USD	5,872.48 USD

As at March 31, 2024

Currency	Net exposure on the currency		Net overall exposure on the currency Net Assets / (Net Liabilities)
	Liabilities	Assets	
USD	9,956.07 USD	5,344.84 USD	(4,611.23) USD

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. The following table details the Company's sensitivity movement in the foreign currencies. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%. This 2% represents management's assessment of the reasonably possible



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

change in foreign exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Currency	USD	USD
Profit / (Loss)	117.45	(92.22)
Equity	117.45	(92.22)

Amounts in the above table are denominated in respective foreign currency

(ii) Interest rate risk

The Company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 25 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible change in interest rates. If interest rates had been 25 basis points higher/ lower, the Company's profit for the year ended March 31, 2025 would decrease/ increase by Rs.0.16 lakhs (2023-24: decrease/ increase by Rs. 0.21 lakhs). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

(iii) Other Price risk

There is no security price risk since there is only investments in an wholly owned subsidiary.

(B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, resulting in a financial loss to the Company. Credit risk arises from outstanding trade receivables and from its financing activities, including deposits with banks and institutions and investments.

Customer credit risk is managed by each business unit/division based on the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The Company has customer base across diverse industries.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company makes an allowance for doubtful debts using expected credit loss model and on a case to case basis. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(C) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's objective when managing capital are to ensure their ability to continue as going concern, so that they can leverage maximise returns for shareholders and benefits of other stakeholders; and to maintain an optimal capital structure to reduce cost of capital. Capital management and funding requirements is met through equity, internal accruals and long and short term debt instruments. The Company monitors capital management through gearing ratio which considers Debt (net of cash and cash equivalents) and equity.

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
Borrowings	853.83	1,151.72
Less: Cash and Cash equivalents and Bank Balances	430.65	435.14
Net debt	423.18	716.58
Equity	10,653.90	10,527.62
Equity and net debt	11,077.08	11,244.20
Gearing ratio	0.040	0.068

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

(D) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. Rs. 235.74 lakhs of the Company's borrowing will mature in less than one year at 31 March 2025 (31 March 2024: 287.77 lakhs) based on the carrying value of borrowings reflected in the financial statements. The Company has obtained fund and non-fund based working capital limits from banks. The Company invests its surplus funds in bank fixed deposit which carry minimal mark to market risks.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in Lakhs

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2025

Borrowings	On demand	Less than 1 year	More than 1 year	Total
Borrowings	302.58	235.74	315.51	853.83
Other financial liabilities	-	1,293.04	161.83	1,454.87
Trade and other payables	-	754.53		754.53
Total	302.58	2,283.31	477.34	3,063.23

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024

Particulars	On demand	Less than 1 year	More than 1 year	Total
Borrowings	442.44	289.77	419.51	1,151.72
Other financial liabilities	-	1,118.79	119.58	1,238.37
Trade and other payables	-	717.96		717.96
Total	442.44	2,126.52	539.09	3,108.05

Categories of Financial asset and liabilities

Particulars	As at March 31, 2025 Rs. in Lakhs	As at March 31, 2024 Rs. in Lakhs
Financial Assets		
<u>Measured at amortised cost</u>		
(i) Cash and Cash Equivalents	356.99	358.51
(ii) Bank balances other than (i) above	73.66	76.63
(iii) Trade receivables	2,606.32	2,536.04
(iv) Others	343.83	132.06
	3,380.80	3,103.24
Financial Liabilities		
<u>Measured at amortised cost</u>		
(i) Borrowings	853.83	1,151.72
(ii) Other financial liabilities	1,295.36	1,127.85
(iii) lease liability	159.51	110.52
(iv) Trade payables	538.32	732.21
	2,847.02	3,122.30



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Post Employment Obligations:

47.1 Defined Contribution plan

The Company has certain defined contribution plans. Contributions are made to provident fund in India for the employees at the rate of 12% of the basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation so the company is restricted to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the period towards defined contribution plans Rs. 55.57 (FY 2023-24 Rs. 56.32 lakhs).

47.1 Defined benefit plans

Gratuity -

In respect of Gratuity plan, the most recent actuarial valuation of the plan assets and present value of the defined benefit obligation were carried out as at March 31, 2025. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method. The following table sets forth the status of Gratuity Plan of the Company and the amount recognised in the Balance Sheet and the Statement of Profit and Loss. The Company provides the Gratuity Plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provide the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The Company is exposed to various risks in providing the above gratuity benefit which are follows:

Risk	Particulars
Interest Rate Risk	The Plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in value of the liability (as shown in the financial statements)
Investment Risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Salary Escalation Risk	The present value of defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine present value of obligation will have bearing on the plan's liability.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

48.1 The principal assumptions used for the purpose of the actuarial valuation were as follows:

Particulars	Year ended March 31, 2025	As at March 31, 2024
Discount rate	7.25%	7.25%
Rate of increase in compensation levels	7.00%	5.00%

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

48.2 Amounts recognised in total comprehensive income in respect of defined benefit plans are as follows:

Particulars	Year ended March 31, 2025 Rs, in Lakhs	Year ended March 31, 2024 Rs, in Lakhs
Gratuity -		
Current service cost	14.68	14.35
Net Interest on Net Defined Benefit Obligations	28.98	27.42
Expected Return on Plan Assets	(29.84)	(28.14)
Components of defined benefit cost recognised in profit or loss	13.82	13.63
<u>Remeasurement on the net defined benefit liability comprising</u>		
Actuarial (gain) loss for year - obligation	(5.54)	7.51
Actuarial (gain) loss for year - plan assets		
Components of defined benefit costs recognised in other comprehensive income	(5.54)	7.51
Total	8.28	21.14

The current service cost and the net interest on Net Defined Benefit Obligations for the year are included in "Contribution to provident and other funds" under employment benefits expense in Statement of Profit and Loss (Refer Note 24 (b))



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

48.3 The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit obligations (funded)

Particulars	As at March 31, 2025 Rs, in Lakhs	As at March 31, 2024 Rs, in Lakhs
Gratuity		
Present Value of defined benefit obligation	388.67	399.68
Fair Value of Plan Assets	399.30	415.86
Net liability / (asset) arising from defined benefit obligation (funded)	(10.63)	(16.18)

48.4 Movement in present value of defined benefit obligation in the current year were as follows:

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Gratuity -		
Present value of defined benefit obligations as at beginning of year	399.68	378.20
Interest Cost	28.98	27.42
Current service cost	14.68	14.35
Past service cost		
Benefits paid	(49.13)	(27.80)
Actuarial loss/(gain) on obligation	(5.54)	7.51
Present value of defined benefit obligation as at the end of the year	388.67	399.68

48.5 Movement in fair value of the plan assets in the current year were as follows :

Particulars	Year ended March 31, 2025 Rs. in Lakhs	Year ended March 31, 2024 Rs. in Lakhs
Gratuity -		
Fair value of plan assets as at the beginning of the year	415.86	360.62
Expected return on plan assets	29.84	28.14
Contributions	2.73	54.90
Benefits paid	(49.13)	(27.80)
Actuarial gain/(loss) on plan assets		
Fair value of plan assets as at the end of the year	399.30	415.86



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

48.6 The Company funds the cost of the gratuity expected to be earned on a yearly basis to Life Insurance Corporation of India, which manages the plan assets.

The actual return on plan assets was Rs. 29.84 lakhs (2023-24 Rs. 28.14 lakhs)

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase.

49. Ratios

Ratio	Numerator	Denominator	Year ended March 31, 2025	Year ended March 31, 2024	% Variance	Reason for variance
(a) Current ratio	Current Assets	Current Liabilities	1.28	1.18	8%	No Material Variance
(b) Debt-equity ratio	Total Debt	Shareholder's Equity	0.08	0.11	-27%	Due to repayments during the year
(c) Debt service coverage ratio	Earnings available for debt service	Debt Service	1.69	2.13	-21%	No Material Variance
(d) Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.014	0.011	28%	Due to increase in profit for the current year
(e) Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	NA	NA	NA	Not applicable
(f) Trade receivables turnover ratio	Net Credit Sales	Avg. Accounts Receivable	4.08	3.99	2%	No Material Variance
(g) Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	11.26	12.09	-7%	No Material Variance
(h) Net capital turnover ratio	Net Sales	Working Capital	13.10	18.40	-29%	Decrease on account of increase in working capital
(i) Net profit margin (%)	Net Profit	Net Sales	1.42%	1.17%	21%	No Material Variance
(j) Return on capital employed (%)	Earning before interest and taxes	Capital Employed	3.07%	2.60%	18%	No Material Variance
(k) Return on investment	Income generated from investment	Time weighted average investments	NA	NA	NA	Not applicable



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

50. Details of terms of Secured Loans
Details of terms of Secured Loans - Item 13.16 of Notes to the Financial Statements

LOAN A/C	LOAN AMOUNT (in lakhs)		NO. OF INSTALMENTS		INTEREST RATE RANGE		INSTALMENT RANGE (In Lakhs)		LOAN CLOSURE DATE	
	As at March 31,2025	As at March 31,2024	As at March 31,2025	As at March 31,2024	As at March 31,2025	As at March 31,2024	As at March 31,2025	As at March 31,2024	As at March 31,2025	As at March 31,2024
LA 37	-	2.79	-	07	-	8.90%	-	0.39-0.41	-	05-Oct-24
LA41	-	0.96	-	03	-	8.20%	-	0.31-0.32	-	07-Jun-24
LA42	-	12.74	-	08	-	8.00%	-	0.54-0.56	-	05-Nov-24
LA43	-	14.3	-	09	-	8.00%	-	0.54-0.56	-	20-Dec-24
LA46	-	2.19	-	06	-	6.25%	-	0.37-0.39	-	05-Sep-24
LA47	10.72	35.26	5	17	6.75%	6.75%	2.10-2.11	1.95-2.10	20-Aug-25	20-Aug-25
LA48	14.12	30.06	10	22	6.75%	6.75%	1.35-1.44	1.25-1.44	15-Jan-26	15-Jan-26
LA49	-	55.13	0	11	-	9.95%	-	5.10-5.48	-	07-Feb-25
LA50	24.44	47.29	12	24	7%	6.75%	1.95-2.13	1.80-2.13	01-Mar-26	01-Mar-26
LA51	32.52	54.86	16	28	7.50%	7.50%	1.95-2.13	1.77-2.13	01-Jul-26	01-Jul-26
LA52	38.47	60.38	19	31	8.00%	8.00%	1.92-2.13	1.74-2.13	20-Oct-26	20-Oct-26
LA53	8.86	13.61	20	32	8.50%	8.50%	0.41-0.47	0.37-0.47	20-Nov-26	20-Nov-26
LA 54	38.80	53.74	27	39	8.76%	8.76%	1.32-1.56	1.14-1.56	01-Jun-27	01-Jun-27
LA55	54.84	73.64	30	42	8.75%	8.75%	1.65-2.04	1.50-2.01	05-Sep-27	05-Sep-27
LA56	61.90	80.97	33	45	8.75%	8.75%	1.68-2.13	1.77-2.13	01-Dec-27	01-Dec-27
LA57	46.63	60.00	35	47	9.01%	9.01%	1.20-1.50	1.08-1.50	01-Feb-28	01-Feb-28
LA58	69.29	87.00	35	47	9.01%	9.01%	1.68-2.19	1.56-2.19	01-Mar-28	01-Mar-28
LA59	18.94	24.38	35	47	8.52%	8.52%	0.48-0.61	0.37-0.61	05-Feb-28	05-Feb-28
LA60	53.78	-	39	-	9.00%	-	1.20-1.59	-	20-Jun-28	-
LA61	77.94	-	43	-	9.01%	-	1.56-2.07	-	15-Oct-28	-
TOTAL	551.25	709.28								



NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

51. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
52. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
53. The Company has not accepted any deposit or amounts which are deemed to be deposits.
54. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
55. The company did not had any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,
56. The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year
57. The company has complied with the number of layers prescribed under the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
58. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the certain provisions of the Code will come into effect and the rules thereunder has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
59. Figures for the previous year have been re-grouped / re-classified wherever necessary to conform with current year classification.

For **M S Krishnaswami & Rajan**
Chartered Accountants
Firm Registration No. 01554S

M S Murali
Partner
Membership No. 26453
UDIN : 25026453BMFXWZ6519

Place: Chennai
Date : May 27, 2025

For and on behalf of Board

V Upendran
Executive Chairman
DIN: 00557511

N Prasanna
Company Secretary

S Sathyanarayanan
Managing Director
DIN: 00446573

S R Srinivasan
Director - Finance
DIN: 03559408



NOTICE TO SHAREHOLDERS

SANCO TRANS LIMITED

CIN: L60220TN1979PLC007970

Registered Office: S.T. Tower, New no. 24 & 25, II Floor,

Second Line Beach Road, Chennai – 600 001;

Tel: 044 – 6644 9000; Fax: 044 – 66449009

Email: shareholder@sancotrans.com; Website: www.sancotrans.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Forty Fifth Annual General Meeting of Sanco Trans Limited (AGM) will be held on Thursday, July 31, 2025 at 10.30 A.M. [Indian Standard Time (IST)] through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the year ended March 31, 2025.
3. To appoint a Director in place of Mr. Udayabhaskar Reddy. U, Whole Time Director, who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditor:

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. A.K. Jain & Associates, Company Secretaries (Firm Registration No. P2000TN000100) as the Secretarial Auditor of the Company for a period of five (5) consecutive years from FY 2025-26 to 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

5. Appointment of Independent Director:

To consider and if thought fit, pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)



NOTICE TO SHAREHOLDERS

or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T. R. Chandrasekaran (DIN: 00399104), who was appointed as an Additional and Non-Executive Independent Director of the Company with effect from May 05, 2025 by the Board of Directors, be and is hereby confirmed and appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for two years from May 05, 2025 to May 04, 2027”

“RESOLVED FURTHER THAT Mr. S. Sathyanarayanan (DIN: 00446573), Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

By order of the Board

Registered Office:

ST Tower, New No. 24 & 25

II Floor, Second Line Beach Road,

Chennai – 600 001

PRASANNA N

Company Secretary

Place : Chennai

Date : 27.05.2025



NOTICE TO SHAREHOLDERS

Notes:

1. Pursuant to the Circular No. 14/2020 dated 8th April 2020, Circular No.17/ 2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 02/2022 dated 05th May 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM as the physical attendance of Members has been dispensed with. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



NOTICE TO SHAREHOLDERS

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sancotrans.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circular No. 14/2020 dated 8th April 2020, Circular No.17/ 2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 02/2022 dated 05th May 2022, Circular No. 10/2022 dated December 28, 2022, Circular No 09/2023 dated September 25 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA).
8. Electronic copy of the Annual Report and the Notice of the AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes in compliance with the above-mentioned circulars.
9. The Register of Members and Share Transfer Books of the Company will be closed from **25.07.2025 to 31.07.2025** (both days inclusive).
10. The Company has appointed M/s. Cameo Corporate Services Limited, having its office at Subramanian Building, No. 1, Club House Road, Anna Salai, Chennai 600 002, Telephone No. 044-28460390 (6 Lines) as Registrar and Share Transfer Agent. Shareholders are requested to send all requests for dematerialisation of shares, change in address, etc. to the company's Registrar and Transfer Agent. Shareholders are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts. Shareholders are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
11. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:v

Members having valid Permanent Account Number ("PAN"):

10% or as notified by the Government of India

Members not having PAN/valid PAN:

20% or as notified by the Government of India



NOTICE TO SHAREHOLDERS

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2025 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2025 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be sent to shareholder@sancotrans.com on or before July 15, 2025. Shareholders may write to shareholder@sancotrans.com for any clarifications on this subject.

12. The listing fee to BSE Limited has been paid upto 31.03.2025.
13. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.



NOTICE TO SHAREHOLDERS

14. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide Ministry of Corporate Affairs notification dated May 07, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors who were appointed in the 42nd Annual General Meeting held on September 26, 2022 and hold office till the conclusion of the Forty Seventh Annual General Meeting of the Company.
15. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided/hosted the required details of unclaimed amounts as on last Annual General Meeting i.e. 09.09.2024 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year. Members who have not encashed their Dividend Warrants in respect of the above period(s) are requested to make their claim(s) by surrendering the unencashed Dividend Warrants to the Company.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all shares in respect of which dividend declared for the financial year 2016-17 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

16. The Board of Directors has recommended Rs. 2.70 per share of Rs. 10/- each dividend for the financial year ended March 31, 2025.
17. Instructions for shareholders attending AGM through VC/OAVM and Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS)-2, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice of the AGM.

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

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

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



NOTICE TO SHAREHOLDERS

- (i) The voting period begins on 28.07.2025 (09.00 A.M IST) and ends on 30.07.2025 (05.00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24.07.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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



NOTICE TO SHAREHOLDERS

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



NOTICE TO SHAREHOLDERS

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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



NOTICE TO SHAREHOLDERS

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

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

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

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



NOTICE TO SHAREHOLDERS

10. Click on the relevant EVSN for SANCO TRANS LIMITED on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17. Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholder@sancotrans.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



NOTICE TO SHAREHOLDERS

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/folio number, email id, mobile number at shareholder@sancotrans.com from July 24, 2025 (09.00 a.m. IST) to July 25, 2025 (05.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and speaking duration depending on the availability of time for the AGM. Members who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / folio number, email id, mobile number at shareholder@sancotrans.com. The same will be replied by the Company suitably.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



NOTICE TO SHAREHOLDERS

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Other instructions:

- (a) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 24, 2025.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (c) Mr. Balu Sridhar, Partner of M/s. A. K. Jain & Associates, Practising Company Secretaries, Chennai has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall after the conclusion of voting at the AGM unblock the votes cast through voting at AGM and then the remote e-voting and in the presence of at least two witnesses not in the employment of the company and shall make, within two working days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favour of against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (d) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sancotrans.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.



NOTICE TO SHAREHOLDERS

18. Details of Director seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015):

1.	Name of the Director	Mr. Udayabhaskar Reddy. U
2.	Date of Birth:	07.07.1972
3.	Age:	52 years
4.	Brief resume and area of expertise:	Mr. Udayabhaskar Reddy. U is a Post graduate in Economics and holds a Diploma in Business Administration with Specialisation in Marketing. He was appointed as Whole Time Director of the Company in July 2008 and has the distinction of leading the Company since then. He has worked in the various divisions of the Company since 1997 and has a rich experience in the business of the Company.
5.	Directorship in other companies including listed companies	Directorship in other Companies: 1. Mystical Paths Enriching Yathra Private Limited Membership in Committees of Board: 1. Sanco Trans Limited Member – Audit Committee Member – Finance & Investment Committee.
6.	Shareholding in the Company	Nil
7.	Relationship with other Directors/Key Managerial Personnel	He is son of Mr. V. Upendran, Executive Chairman.

Mr. V. Upendran being relative of Mr. U. Udayabhaskar Reddy and Mr. U. Udayabhaskar Reddy himself are concerned or interested, in the resolution set out at Item No. 03.

Registered Office:
ST Tower, New No. 24 & 25
II Floor, Second Line Beach Road,
Chennai – 600 001

Place : Chennai
Date : 27.05.2025

By order of the Board

PRASANNA N
Company Secretary



NOTICE TO SHAREHOLDERS

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying notice are as follows:

Item No.4:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. A.K. Jain & Associates (AKJ), Company Secretaries, as the Secretarial Auditors of the Company for a period of five consecutive financial years from FY 2025-26 to FY 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending AKJ for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. AKJ was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

AKJ is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, litigation, advocacy, and due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment. AKJ specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of AKJ's appointment include a tenure of five consecutive financial years from FY 2025-26 to FY 2029-30. The remuneration for the Secretarial Audit for the year 2025-2026 shall be decided by the Board of Directors of the Company. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by AKJ to conduct the audit



NOTICE TO SHAREHOLDERS

effectively. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with AKJ, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026-2027 to 2029-2030 will also be approved by the Board and/ or the Audit Committee. AKJ has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of AKJ as the Secretarial Auditors of the Company. The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 5:

The Board of Directors, based on the recommendation by Nomination and Remuneration Committee, appointed Mr. T. R. Chandrasekaran as Additional and Non-Executive Independent Director of the Company with effect from May 05, 2025 to hold office for a period of two years till May 04, 2027, subject to the approval and confirmation of shareholders in the next general meeting or within a time period of three months from the date of appointment, whichever is earlier as per Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Section 161, 149, 152 and other applicable provisions of Companies Act, 2013 (the Act).

Details of Mr. T. R. Chandrasekaran are provided hereunder:

1.	Name of the Director	Mr. T. R. Chandrasekaran
2.	Date of Birth:	09.06.1946
3.	Age:	78 years
4.	Brief resume, area of expertise and Skills and capabilities required for the role and the manner in which the proposed person meets such requirements:	Mr. T. R. Chandrasekaran is a Graduate in Commerce and a qualified Chartered Accountant. He also holds Diploma in Labour Law and administrative Law. He commenced his career in Automobile industry in 1972. He then joined as a Specialist Chartered Accountant in 1976 with Indian Bank and worked in various capacities for 30 years. He later served as Vice President of Indian Bank Mutual fund and subsequently as a Director in banks and listed companies. He is currently practicing as Chartered Accountant.
5.	Shareholding in the Company	He does not hold any shares in the company.
6.	Directorship in other companies and membership of Committees of the board	Nil.
7.	Remuneration proposed excepting sitting fees	Nil



NOTICE TO SHAREHOLDERS

8.	Sitting Fees	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.
9.	Relationship with other Directors/ Key Managerial Personnel	He is not related to any other Directors/Key Managerial Personnel in the Company.
10.	No. of Board meetings attended during the financial year 2024-2025	N.A.

The Company has received declaration from Mr. T. R. Chandrasekaran that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that his association would be of immense benefit to the Company based on his qualification & experience and it is desirable to avail services of Mr. T. R. Chandrasekaran as an Independent Director from May 05, 2025 to May 04, 2027 in his first term as Independent Director. He fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. Accordingly, the Board recommends the Special resolution set out in the item no. 5 in relation to confirmation of appointment of Mr. T. R. Chandrasekaran as a Non-Executive Independent Director for the approval by the members of the Company. In terms of provisions of Section 149(13) of the Companies Act, 2013, Mr. T. R. Chandrasekaran shall not be liable to retire by rotation. Copy of draft letter of appointment of Mr. T. R. Chandrasekaran setting out the terms and conditions of appointment are available for inspection by members at the registered office of the Company.

Mr. T. R. Chandrasekaran is currently 78 years of old. Hence his appointment as Independent Director is proposed as Special Resolution for the approval of the members. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and the Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

None of the Directors of the Company, other than Mr. T. R. Chandrasekaran, are concerned or interested in the resolutions set out at Item No. 01.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the members.

By order of the Board

Registered Office:

ST Tower, New No. 24 & 25
II Floor, Second Line Beach Road,
Chennai – 600 001

PRASANNA N,
Company Secretary

Place : Chennai

Date : 27.05.2025

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