

43rd

ANNUAL REPORT

Of

SANSTAR LIMITED

L15400GJ1982PLC072555

Financial Year: -2024-2025

Regd. Office: - "Sanstar House" Nr. Parimal under Bridge, Opp.
Suvidha Shopping Centre, Paldi, Ahmedabad,
Gujarat - 380007.

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43rd Annual General Meeting will be held on Wednesday, 10th September, 2025 at 11.00 a.m. through video conferencing to be conducted from the Registered Office of the company at "Sanstar House" Nr. Parimal Under bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat-380007.

CORPORATE INFORMATION

COMPANY INFORMATION

CIN - L15400GJ1982PLC072555

CHAIRMAN AND MANAGING DIRECTOR

Mr. Gouthamchand Sohanlal Chowdhary

EXECUTIVE DIRECTORS

Mr. Sambhav Gautam Chowdhary
Mr. Shreyans Gautam Chowdhary

NON-EXECUTIVE INDEPENDENT DIRECTORS

Mr. Aniket Sunil Talati
Mr. Atul Agarwal
Mrs. Sejal Ronak Agrawal

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Aniket Sunil Talati-Chairman
Mrs. Sejal Agrawal
Mr. Shreyans Gautam Chowdhary

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Aniket Sunil Talati-Chairman
Mrs. Sejal Agrawal
Mr. Gouthamchand Sohanlal Chowdhary

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Atul Agarwal- Chairman
Mrs. Sejal Agrawal
Mr. Gouthamchand Sohanlal Chowdhary

NOMINATION AND REMUNERATION COMMITTEE

Mr. Aniket Sunil Talati- Chairman
Mr. Atul Agarwal
Mrs. Sejal Ronak Agrawal

COMPANY SECRETARY

Mrs. Fagun Harsh Shah
A.C.S., L.L.B., B. Com.

CHIEF FINANCIAL OFFICER

Mr. Harish Kumar Shisupaldas Maheshwary
C.A.

AUDITORS

M/S. S.C. BAPNA & ASSOCIATES,
Chartered Accountants, Mumbai.

SECRETARIAL AUDITOR

KEYUR J. SHAH & ASSOCIATES,
Company Secretary, Ahmedabad.

BANKERS

The Karur Vysya Bank Limited
Federal Bank

REGISTERED OFFICE

“Sanstar House” Nr. Parimal Under bridge, Opp.
Suvidha Shopping Centre, Paldi, Ahmedabad,
Gujarat - 380007.
Tel. +91 79-26651819-20-21
E-mail md@sanstar.in
Website: www.sanstar.in

FACTORY ADDRESS:

1. Gulabpura, Village: Karvand, Taluka: Shirpur, Dist.: Dhule, Maharashtra-425405.
2. “Sanstar Nagar” Sukhpar Road, Post Sukapar, Village Morgar, Taluka Bhachau, Dist. Kutch, Gujarat-370020

REGISTRAR AND TRANSFER AGENTS

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited).
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai -400 083
Contact No.: -022-49186000
e-mail: CSG-UNIT@IN.MPMS.MUFG.COM

NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of **Sanstar Limited** will be held on **Wednesday, September 10, 2025 at 11:00 A.M. (IST)** through Video Conferencing ('VC') / Other Audio- Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To Re- appoint a Director in the place of Mr. Sambhav Gautam Chowdhary (DIN: 01370802), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To Approve the Appointment of Secretarial Auditor and fix their Remuneration:**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Section 204 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s. Keyur J. Shah and Associates, Practicing Company Secretaries be and is hereby appointed as the Secretarial Auditors of the Company for a period of one year commencing from April 1, 2025 till March 31, 2026, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

Date: 18th August, 2025
Place: Ahmedabad

By order of the Board of Directors,
For Sanstar Limited

**Regd. Office: Sanstar House Nr. Parimal Under
Bridge, Opp. Suvidha Shopping Centre, Paldi,
Ahmedabad, Gujarat, India, 380007**

Fagun Shah
Company Secretary and Compliance Officer
Membership No: 62163

NOTES:

1. In accordance with the applicable provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and the Ministry of Corporate Affairs ('MCA') General Circular 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/ 2020 dated 31st December, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars"), permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars this 32nd AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be mailed to the company at md@sanstar.in or to the scrutinizers of the Company at keyur@keyurjshah.com with a copy marked to evoting@nsdl.co.in.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Register of Members and share transfer books of the Company will remain closed from **Thursday, September 04, 2025 to Wednesday, September 10, 2025 (both days inclusive)** as per Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Brief profile, details of shareholding and inter-se relationship of Directors seeking appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as Annexure to this notice.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form is, therefore, requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details and bank account details to the Registrars and Share Transfer Agents of the Company. Hence, the shareholders are requested to immediately register their PAN and bank account details.

In accordance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into de-mat/electronic form to get inherent benefits of dematerialization. Further, Members may please note that SEBI vide its Circular dated January 25, 2022 mandated listed companies to issue securities in de-mat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. All shareholders holding shares in physical form are requested to demat their shares at the earliest.

9. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.
10. Members are requested to:
- a) Intimate to the Company's Registrar and Share Transfer Agents – MUFG Intime India Private Limited, changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form;
 - b) Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
 - c) Quote their folio numbers/client ID/DP ID in all correspondence; and
 - d) Consolidate their holdings into one folio in the identical order of names.
 - e) Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled Cheque bearing their name on it or bank passbook/statement attested by their Bank to the Registrar and Share Transfer Agents of the Company.
11. SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has mandated that the shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 30th September, 2023, failing which the securities held by such shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Further, the said SEBI Circular has also mandated that the shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar.

Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested

to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circulars is available on the Company's website www.sanstar.in

12. As per the provisions of Section 72 of the Act, facility for making nominations is available to Individual(s) holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form have to approach their depository participants for completing the nomination formalities.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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.

15. Members desirous of obtaining any information as regards to the Accounts are requested to send an email to md@sanstar.in, 15 days in advance before the date of the Meeting (**i.e., on or before 26th August, 2025 by 05:00 P.M.**) to enable the Management to keep full information ready on the date of AGM.
16. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on the email ID md@sanstar.in.
17. As per the green initiative taken by the Ministry of Corporate Affairs, the members who have not registered their email addresses, Company has provided facility to register/update the email addresses

with the RTA of the Company on csg-unit@in.mpms.mufg.com or can get it registered with their respective Depository Participants (DP) to enable the Company to serve documents in electronic form.

18. In compliance with aforesaid MCA Circulars and SEBI Circulars, the Annual Report will be sent through electronic mode to only those Members whose E-mail ID's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.
19. Members of the Company holding shares either in physical form or in de-materialized forms as on cut-off date **i.e. 15th August, 2025** will receive Annual Report for the financial year 2024-25 through electronic mode.
20. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.sanstar.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote E – Voting facility) i.e. www.evoting.nsdl.com.
21. The results of the e-voting and Remote e- voting during the Annual General Meeting will be announced by the Chairperson or person authorized by the Chairperson **within two working days** from the date of conclusion of the Annual General Meeting. A copy of which will be posted on the Company's website and forwarded to the Stock Exchange.
22. The Registers maintained under the Act and all the documents referred to in the accompanying notice and explanatory statements, which are eligible for inspection, will be available electronically for inspection by the members up to the date of AGM. Members seeking to inspect such documents can send an e-mail to md@sanstar.in
23. **Voting through Electronic means:**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, clarifications, exemptions or re-enactment thereof for the time being in force), the Company is pleased to provide the members the facility to exercise their votes for all the resolutions detailed in the Notice of the 43rd Annual General Meeting scheduled to be held on **Wednesday, September 10, 2025 at 11:00 AM** by electronic means and the business may be transacted through remote e-voting and e-voting system during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Company has engaged the services of NSDL as the authorized agency to provide the remote e-voting and e-voting during the AGM as per the instructions given below:

Vote by Remote e-Voting and e-voting during the AGM:

The remote e-voting period begins on **Sunday, September 07, 2025 (09:00 A.M. IST) and ends on Tuesday, September 09, 2025 (5:00 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 **Wednesday, September 03, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of

the company as on the cut-off date.

The Company has appointed Mr. Keyur J. Shah, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The results declared along with the scrutinizer's report shall be placed on the Company's website www.sanstar.in and shall be communicated to the BSE Limited & NSE Limited where the shares of the company are listed within the time prescribed by the law.

Any person, who acquires Shares of the Company and becomes Member of the Company after sending the Notice and holding Shares as of the cut-off date, may obtain login ID and password by sending a request at md@sanstar.in or evoting@nsdl.co.in. However, if he / she is already registered with NSDL to remote e-voting then he / she can use his / her existing user ID and password for casting vote. Any person who ceases to be the member of the Company as on cut-off date and in receipt of this notice, shall treat this AGM Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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 AGM Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The Chairperson shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.

THE INSTRUCTIONS FOR THE MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, September 07, 2025 at 9:00 AM and ends on Tuesday, September 09, 2025 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 3, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 3, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders Login Method:

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **“Beneficial Owner”** icon under **“Login”** which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

Individual Shareholders holding securities in demat mode with CDSL:

- A. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting

option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- C. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type Helpdesk details:

Individual Shareholders holding securities in demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company for example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and

your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional / Corporate shareholder (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the company at md@sanstar.in or to the scrutinizers of the Company at keyur@keyurjshah.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to md@sanstar.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to md@sanstar.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu

against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM (held through VC/OAVM) may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at md@sanstar.in from **Sunday, September 07, 2025 (09:00 A.M. IST)** to **Tuesday, September 09, 2025 (5:00 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 depending on the availability of time for the AGM.

1. **Company:** Sanstar Limited (CIN: L15400GJ1982PLC072555)

Registered Office: Sanstar House Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat, India, 380007

Phone: 079-26651819

Email ID: md@sanstar.in

2. **Registrar & Transfer Agent:** M/s MUFG Intime India Pvt. Ltd

Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

Phone: +91 22 4918 6000

3. **Remote E-Voting Agency:** National Securities Depository Limited

Email ID: evoting@nsdl.co.in

4. **Scrutinizer:** CS Keyur J. Shah

Practicing Company Secretary

Tel No.: 079-48992182

Email ID: keyur@keyurjshah.com

Explanatory Statement
(As required under Section 102 of the Companies Act, 2013)

Item No. 3: To appoint Secretarial Auditors of the Company

The Board at its meeting held on May 29, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Keyur J. Shah and Associates, Practising Company Secretaries, a peer reviewed firm as Secretarial Auditors of the Company for financial year 2025-26, subject to approval of the Members in the ensuing General Meeting.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Keyur J. Shah and Associates is a distinguished firm of Practising Company Secretaries based in Ahmedabad, recognized for its unwavering commitment to quality and precision. The firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), reflecting its adherence to the highest standards of professional practice.

With a strong presence in India and the Middle East, the firm offers a wide spectrum of professional services including Corporate Legal Advisory, NCLT Matters, Arbitration, Investment Banking, Insolvency Resolution, and Valuation Services. Backed by extensive experience in law and finance, the firm specializes in Company Law, the Insolvency and Bankruptcy Code (IBC), Securities Laws, FEMA, Legal Due Diligence, Mergers and Acquisitions, Pre- and Post-Public Issue Compliance, Listings, and Capital Market Transactions.

Keyur J. Shah and Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Keyur J. Shah and Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, such fees as may be mutually agreed between the Board of Directors and Keyur J. Shah and Associates. In addition to the secretarial audit, Keyur J. Shah and Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Date: 18th August, 2025
Place: Ahmedabad

**By order of the Board of Directors,
For Sanstar Limited**

**Regd. Office: Sanstar House Nr. Parimal Under
Bridge, Opp. Suvidha Shopping Centre, Paldi,
Ahmedabad, Gujarat, India, 380007**

Fagun Shah
Company Secretary and Compliance Officer
Membership No:

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meetings issued by Institute of Company Secretaries of India, regarding directors proposed to be appointed or re-appointed:

Name of the Director	Mr. Sambhav Gautam Chowdhary
Date of Birth	23/06/1983
Designation	Executive Director
DIN	01370802
Age	42 years
Date of First Appointment	22-02-2012
Current Term	3 years
Expertise in specific functional area / Brief resume	Mr. Sambhav Chowdhary looks after the complete operations, structuring suitable and potential expansions for the company.
Experience	14 years
Qualification	B.E Chemical- Nirma Engineering College
Terms of Appointment	Mr. Sambhav Gautam Chowdhary is an Executive Director of the Company, liable to retire by rotation
Details of remuneration sought to be paid	15 lacs per month
Shareholding in Sanstar Limited	17.61%
Relationship with other Directors and Key Managerial Personnel	Son & Brother
Last Remuneration drawn	12 Lacs per month
Name of Listed entities resigned in last 3 years	NIL
Directorships in other Listed Companies as on March 31, 2025	NIL
Chairman/Member of Committees of other Listed Companies as on March 31, 2025	No
Number of Meetings attended	Mr. Sambhav Gautam Chowdhary attended all the Board and Committee Meetings of which he is a member, held during the FY 2024 - 2025.
Notice period	No

DIRECTORS' REPORT

**To,
The Members
SANSTAR LIMITED
[CIN: L15400GJ1982PLC072555]**

Dear Shareholders,

Your directors take pleasure in presenting the 43rd Directors Report together with Audited Financial Statements and the Auditor's Report for the Financial Year ended 31st March, 2025. This being the first report following the Initial Public Offering (IPO) and listing on both the Stock Exchanges, the Board extends a warm welcome to all our public shareholders and looks forward to your ongoing trust and support.

1. FINANCIAL RESULTS:

The audited financial statements of the Company for the financial year ended 31st March, 2025, have been prepared in accordance with the Indian Accounting Standards (INDAS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

A summary of the comparative financial performance of the Company for Financial Year 2024-25 and Financial Year 2023-24 is presented below:

(Amount in Lakhs)		
PARTICULARS	Year ended 31/03/2025	Year ended 31/03/2024
Revenue from Operations	95342.30	111010.43
Other Income	1803.08	1441.11
Total Income	97145.38	112451.54
Cost of Material Consumed	71132.80	83292.99
Changes in inventories of finished goods, work-in-progress and stock-in-trade	-219.43	667.75
Employee Benefits Expense	2302.34	2195.77
Finance Costs	753.55	1073.83
Depreciation and Amortization	1144.71	1209.07
Other expenses	16528.90	16375.28
Total expenses	91642.87	103479.19
Profit/(loss) before Tax (EBT)	5502.51	8972.35
Tax expense:		
(a) Current tax expense	816.27	1668.71
(b) Deferred tax	196.88	627.01
(c) Excess/ Shortage of tax earlier year	109.52	00.00
Profit After Tax	4379.84	6676.63
Earnings per share	2.58	4.75

2. STATE OF THE COMPANY'S AFFAIRS:

Operational Performance:

The company recorded operational revenue Rs 95342.30 lacs as compare to Rs 111010.43 lacs.

The company achieved EBITDA Rs 7400.88 lacs during financial year 2024-25 as compared to 11255.24 lacs during financial year 2023-24. The company achieved EBITDA margin 7.76% during financial year 2024-25 as compared to 10.14% during financial year 2023-24. Export sales for the financial year 2024-25 was Rs 33995.82 lacs as compared to financial year 2024-25 it was Rs 39443.83 lacs.

Capital Projects:

During the financial year, the company has started mega expansion at Shirpur plant increasing by 1000 MT/Day from the existing installed capacity from 750 MT/Day thus cumulative capacity of Shirpur plant would be 1750 MT/Day. The company has incurred Rs 11377 lacs (including advances) towards mega expansion project.

3. Transfer to Reserve:

The Board has not recommended to transfer any amount from Profit and Los to Reserve Account.

4. DIVIDEND:

Considering the ongoing phase of the Company and in view of the long-term interest of the Stakeholders, the Board believes that retaining the profits for internal deployment is prudent and hence wants to retain the earnings. Hence the Board has not recommended any dividend for the Financial Year ended on 31st March, 2025.

The Company is confident that the ongoing capacity will enable it to cater to the growing market demand, enhance its market share, and create sustained value for its stakeholders.

However, Company has adopted the Dividend Distribution Policy of the Company pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), which is available on the Company's website:- <https://www.sanstar.in/wp-content/uploads/invpdfs/2023-24/Codes and Policies/K Dividend Distribution Policy.pdf>

5. CHANGE IN NATURE OF BUSINESS:

During the Financial Year FY 2024-25, there is no change in the Nature of the Business of the company.

6. FINANCE AND INSURANCE:

a. Working Capital

Working capital requirements of the company during the year was almost similar level as was in previous year. 85.04 crores outstanding as on 31st March 2024 was repaid by the company during F. Y. 2024-25 out of IPO proceeds.

b. Term Loans

During the FY 2024-25, the company has not availed any fresh term Loan. Company has prepaid Rs 14.96 crores from existing term loan out of IPO proceeds.

c. Insurance

All assets and insurable interests of the company, including building, plant & machineries, stocks, stores and spares have been adequately insured against various risks and perils. The company has also taken Directors and Officers Liability Policy to provide coverage against

the liabilities arising on them.

7. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

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

8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

9. CHANGE IN REGISTERED OFFICE OF THE COMPANY:

During the year under review, there was no change in the Registered office of the company and the Company continues to hold its registered office at Sanstar House nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat, India, 380007.

10. DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT:

The company has not revised its financial statement or the Report in respect of any of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority.

11. FINANCIAL PERFORMANCE:

In FY 2024-25, the Company achieved consistent revenue growth and improved profitability, supported by operational efficiency, enhanced product mix, and strong stakeholder relationships. The successful completion of the Initial Public Offering (IPO) marked a significant milestone, strengthening the Company's capital structure and reinforcing its long- term growth vision.

Total expenditure of the company for the period ended amounted to Rs. 91642.87/- (amount in Lakhs) and the Profit Before Tax (EBT) for the year ended 31st March, 2025 amounted to Profit of Rs. 5502.51/- (Amounts in Lakhs).

The Directors are hopeful to increase the demand for company's services in coming years and for better future result, the company has taken steps to reduce costs which shall improve company's results in the long run.

12. SHARE CAPITAL:

a. AUTHORISED SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 38,00,00,000 /- (Rupees Thirty-Eight Crore only) divided into 19,00,00,000 Equity Shares (Nineteen Crore Only) of Rs. 2/- (Rupees Two only) each.

b. PAID UP CAPITAL

The Paid-up Share Capital of the Company is Rs. 36,44,88,500 /- (Rupees Thirty-Six Crore Forty-Four Lakh Eighty-Eight Thousand Five Hundred only) divided into 18,22,44,250 Equity Shares (Eighteen

Crore Twenty-Two Lakh Forty-Four Thousand Two Hundred Fifty Only) of Rs. 2/- (Rupees Two only) each.

c. CHANGES IN SHARE CAPITAL, IF ANY:

During the Financial Year 2024-25, the Company has issued its Initial Public Offerings of 5,37,00,000 equity shares of face value 2/- each comprising of:

- i. Fresh Issue of 41800000 equity shares at an issue price of Rs. 95/- per equity share;
- ii. An offer for sale of 11900000 equity shares at an issue price of Rs. 95/- per equity share.

i. Disclosure regarding issue of Equity Shares with Differential Rights

The Company has not issued any Equity Shares with Differential Rights during the year under review.

ii. Disclosure regarding issue of Employee Stock Options

The Company has not provided any Stock Option Scheme to the employees.

iii. Disclosure regarding issue of Sweat Equity Shares

The Company has not issued any Sweat Equity Shares during the year under review.

iv. Disclosure regarding Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

v. Bonus Shares

No Bonus Shares were issued during the year under review.

13. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

During the period under review, no amount was transferred to IEPF under the provisions of Section 125 of Companies Act, 2013.

14. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Your Board has the right mix of Independent Directors (which includes Woman Director) and Executive Directors, which blends and supports discussions which turn into meaningful and strategically aligning decisions. As the Executive Directors come with strong Industrial and Operational Experience, the Independent Directors have the mix of Industrial, Banking, Financial and Legal Expertise. All the Independent Directors support effective communication and governance, which culminates in better understanding and better decision-making capabilities.

There are no changes in the composition of the Board of Directors of the Company and hence, as at the end of financial year, the Composition of the Board of Directors were as under:

DIN	Name of Director/ Key Managerial Personnel	Designation
00196397	Gouthamchand Sohanlal Chowdhary	Managing Director
01370802	Sambhav Gautam Chowdhary	Joint Managing Director
01759527	Shreyans Gautam Chowdhary	Joint Managing Director
02724484	Aniket Sunil Talati	Independent Director
10373422	Atul Agarwal	Independent Director
09376887	Sejal Ronak Agrawal	Independent Director
	Harishkumar Shisupaldas Maheshwary	Chief Financial Officer
	Fagun Harsh Shah	Company Secretary

None of the aforesaid Directors are disqualified under Section 164(2) of the Companies Act, 2013 ("the Act").

There was no appointment or resignation of any director of the Company during the year.

15. RETIREMENT BY ROTATION:

Mr. Sambhav Gautam Chowdhary (DIN: 01370802), Joint Managing Director, liable to retire by rotation, and being eligible, have offered himself for re-appointment at the AGM. The Notice convening the AGM forming part of this Annual Report, includes the proposal for re- appointment and the requisite disclosures under Section 102 of the Act, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

16. DECLARATION BY INDEPENDENT DIRECTORS:

All Independent Directors are Independent and have furnished respective declaration stating that they meet the criteria of Independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are not disqualified from continuing as Independent Directors of the Company. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct.

17. FAMILIARIZATION PROGRAMMES:

The Company has a defined policy on the Familiarization Programme for Directors, aimed at ensuring continuous awareness and engagement. The Board is regularly apprised of any amendments, regulatory changes, or emerging market trends, irrespective of the sectoral relevance. In addition, all strategic and operational communications relevant to the Company are appropriately shared with the Independent Directors. The Company also maintains updated disclosures on its website regarding the Familiarization Programmes conducted for its directors, in line with applicable regulatory requirements.

The Familiarisation Programme for Independent Directors is uploaded on the website of the Company, and is accessible at <https://sanstar.in/investors-relations/codes-and-policies/>

18. CODE OF CONDUCT BY DIRECTORS, MANAGEMENT AND SENIOR EMPLOYEE:

The Company has adopted Code of Conduct for the Directors and Senior Management of the Company to provide clear guidance on principles such as integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance

A copy of same is available at the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies/>

All members of the Board of Directors and Senior Management Personnel had affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Managing Director forms part of this Corporate Governance Report, which forms part of this Annual Report.

Further, Company has adopted a Code of Conduct for Prohibition of Insider Trading to regulate, monitor and report trading by insiders for prevention misuse of Unpublished Price Sensitive Information. A copy of same is available at the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies/>

The Company has in place the system to trace the movement of Unpublished Price Sensitive Information and regular awareness is created for the Directors, Promoters, Key Managerial Personnel and designated employees/ persons.

19. MEETINGS OF THE BOARD:

Five Board Meetings were held during the Financial Year ended 31st March, 2025. The maximum gap between any two Board Meetings was less than one Hundred and Twenty days.

The names of members of the Board, their attendance at the Board Meetings are as under:

Date of Board Meetings	Number of Directors to whom notice of the board meeting was given	Number of Directors attended the Meeting
16-05-2024	6	6
12-07-2024	6	6
14-08-2024	6	6
14-11-2024	6	5
12-02-2025	6	6

20. MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of Independent Directors was held on 12th July, 2025, to review the performance of the Non-Independent Directors and the Board as a whole, to review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the meeting.

21. COMMITTEES:

In compliance with applicable statutory requirements, the Board has constituted various committees to ensure focused oversight and effective governance. The terms of reference of these committees are

approved by the Board and are periodically reviewed to ensure continued relevance and alignment with the Company's evolving business needs and regulatory framework.

The Committees of the Board are guided by their respective terms of reference, which outline their composition, scope, power, duties, functions and responsibilities. Basis recommendations, suggestions and observations made by these Committees, the Board of Directors take an informed decision on the matters under their consideration.

As on March 31, 2025, there were Four Board Committees, namely:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee
- d) Corporate Social Responsibility Committee

The Company Secretary acts as the Secretary to the abovementioned Committees.

During the year, the Board accepted all the recommendations / inputs made by Committees.

A detailed note on the composition of the Board and its Committees, including its terms of reference, number of committee meetings held during the FY 2024-25, and attendance of the members, is provided in the Report of Corporate Governance forming part of the Annual Report. The composition and terms of reference of all the Committees of the Board of Directors of the Company are in line with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

22. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company and hence the Company has devised policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 the same is available on company's website.

23. PARTICULARS OF EMPLOYEES:

The Company continues to foster a performance- driven and inclusive culture, placing strong emphasis on employee development, engagement, and overall well-being. The Board of Directors places on record its sincere appreciation for the dedication, professionalism, and commitment demonstrated by all employees, which have been instrumental in driving the Company's sustained performance and long-term growth.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are annexed to this Report. None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. SUBSIDIARY & ASSOCIATE COMPANIES:

As on 31st March, 2025, Company doesn't have any Subsidiary & Joint Venture and Associate Companies.

25. DIRECTORS' RESPONSIBILITY STATEMENT:

Apart from being on the Board and approving strategic and operational decisions, your Directors have certain responsibilities as well towards you, our fellow Members and hence pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors have laid down internal financial controls and that such internal financial controls are adequate and operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. INTERNAL FINANCIAL CONTROL:

The Company has adequate internal financial controls in place, commensurate with its size and the nature of business. The Internal Financial Controls, with reference to financial statements as designed and implemented by the Company, are adequate. During the year under review, no material or serious observation were reported from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

27. DISCLOSURES PURSUANT TO THE COMPANIES ACT, 2013:

Section 134 of the Act enjoins upon the Board a responsibility to make out its report to the shareholders and attach the said report to financial statements laid before the shareholders at the annual general meeting, in pursuance of Section 129 of the Act.

The provisions of Section 134, which enumerates the disclosures required to be made in the Board's Report, are applicable to the Directors' Report for the financial year commencing on or after 1st April, 2014.

28. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143:

Your directors have taken all the necessary care to prevent frauds on the Company or by the Company. Further the Auditors have not reported any offence involving fraud committed against the Company by the officers or employees of the Company under Sub-section (12) of Section 143 to the Board.

29. PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:

Particulars of loans given, investment made, guarantees given and securities provided under the provisions of section 186 of the Act are provided in the notes forming part of the financial statement

30. DEPOSITS:

During the FY 2024-25 the company has not accepted any deposits within the meaning of section 73 of the Act and the companies (Acceptance of Deposits) Rules, 2014.

31. CREDIT RATINGS:

During the financial year under review the Company received following Credit Ratings by CARE Ratings Limited reaffirming the rating while the outlook has been revised to positive:

Instrument/ Facility	Rating
Long-term/ Short term bank facilities	CARE BBB+; Stable/ CARE A2
Short-term bank facilities	CARE A2

32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The contracts, arrangements and transactions entered into by the Company during the Financial year with related parties were in the ordinary course of business and were at arm's length. Also, all those transactions were in accordance with the provisions of the Companies Act, 2013, read with the rules issued thereunder. Members may note that there are no materially significant related party transactions made by the Company with its promoters, Directors, Key Managerial Personnel or any other designated persons which may have a potential conflict with the interest of the Company at large. Particulars of material contract or arrangements or transactions at arm's length basis is disclosed as per the prescribed form AOC-2 forms an integral part of this Report and is annexed herewith as "**Annexure-A**."

All Related Party Transactions were placed before the Audit Committee. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of unforeseen or repetitive in nature.

Further, the details of Related Party Transactions are set out in notes to the Standalone and Consolidated Financial Statements. The Policy on Related Party Transactions approved by the Board can be accessed on the Company's website at the following link <https://sanstar.in/investors-relations/codes-and-policies/>

33. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Corporate social responsibility forms an integral part of your Company's business activities. The Company carries out its corporate social responsibility initiatives not just in letter but also in spirit and thus has touched thousands of lives across India.

In compliance with Section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a CSR policy, which is available at:

The Annual Report on CSR activities in terms of the requirements of Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed at "**Annexure-B**", which forms a part of this Board's Report.

For the Financial year 2024-25, the amount to be spent towards CSR activities works out to 111.42 Lakhs. For FY 2024-25, the Company was required to incur ₹111.42 lakhs towards CSR activities. During the year, the Company spent ₹105 lakhs, and additionally adjusted ₹21.70 lakhs of surplus expenditure carried forward from the previous financial year against the current obligation. After considering these adjustments, the surplus available for carry forward to future years amounts to ₹15.28 lakhs.

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

The information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Rule 8(3) of the Companies (Accounts) Rules, 2014 is appended hereto as “Annexure – C” and forms part of this report.

35. RISK MANAGEMENT:

The Company has in place a robust risk management framework to identify, evaluate, and mitigate various risks across its operations. The framework is designed to safeguard the Company's assets, ensure regulatory compliance, and support the achievement of strategic objectives. Key risks are periodically reviewed by the management and the Risk Management Committee, with appropriate mitigation strategies are implemented to address emerging risks. These include, but are not limited to, risks related to market volatility, raw material price fluctuations, regulatory changes, operational disruptions, environmental and sustainability factors, information security threats, and financial liquidity. Considering the ongoing expansion and diversification initiatives, the Company continues to strengthen its risk management practices by:

- Enhancing internal controls and operational oversight mechanisms
- Improving supply chain resilience and customer credit monitoring
- Embedding sustainability and ESG-related risks into strategic decision-making
- Leveraging technology for real-time risk assessment and mitigation
- Monitoring geopolitical developments that may affect supply chains, export-import regulations, energy pricing, and investor sentiment.

The Board of Directors affirms that the Company's risk management system is adequate and commensurate with the size and complexity of its operations and provides reasonable assurance that risks are being effectively monitored and managed.

36. DISCLOSURES OF ESTABLISHMENT OF VIGIL MECHANISM:

The Company has constituted Vigil Mechanism to report genuine concerns or grievances and to provide adequate safeguards against victimization of persons who may use such mechanism and the oversight of the same is with the Audit Committee of the Company. The Company is committed to adhering to the highest standards of ethical, moral, and legal conduct of business operations. The Company has adopted Vigil Mechanism policy, which provides that any Directors, Employees, Stakeholders who observe any unethical behaviour, actual or suspected, fraud or violation may report the same to Chairman of the Audit Committee.

During the financial year under review, there were no instances of fraud reported to the Audit Committee or the Board.

37. COMPANY'S POLICIES:

The Board of Directors firmly believes that a robust and transparent policy framework is essential for sound corporate governance and effective organizational functioning. The Company has implemented a comprehensive set of policies that serve as the foundation for ethical conduct, regulatory compliance, risk management, and strategic decision-making. Key policies include:

1. **Corporate Social Responsibility Policy**- Guides the Company's approach to social impact, sustainability, and community engagement initiatives.
2. **Related Party Transaction Policy**- Establishes safeguards and transparency in transactions involving related parties.
3. **Materiality Policies**- Ensures timely and accurate disclosure in compliance with SEBI Listing Regulations.
4. **Code of conduct of Board of Directors and Senior Management Personnel**- Clarifies the roles, responsibilities, and obligations of individuals in key leadership positions.
5. **Vigil Mechanism Policy / Whistle Blower Policy**- Provides a secure and confidential channel for employees and stakeholders to report concerns or unethical practices.
6. **Nomination and Remuneration Policy (with criteria of making payments to Non-executive Directors)**- Ensures that appointments and compensation structures are merit-based, fair, and aligned with long-term organizational goals.
7. **Policy on material subsidiaries**- Governs the monitoring and oversight of material subsidiaries to ensure aligned governance.
8. **Insider Trading Policies**- Regulates trading in securities and ensures compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.
9. **Dividend Distribution Policy**- Ensures a balanced approach to rewarding shareholders while retaining resources for growth.
10. **Archival Policy**- Defines guidelines for the preservation and retrieval of documents and disclosures.

38. AUDITORS:

A. STATUTORY AUDITORS:

M/s. S. C. Bapna & Associates, Chartered Accountants, having Firm Registration No.: 115649W who were appointed as Statutory Auditors of the Company by the Shareholders at their 41th Annual General Meeting held on 30th September 2023 for a first term of 5 years will be holding their said office from the conclusion of the said Annual General Meeting till the conclusion of the 46th Annual General Meeting to be held in the year 2028.

There are no qualifications or adverse remarks in the Auditor's Report. The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

B. SECRETARIAL AUDITORS:

The Board, on the recommendation of the Audit Committee had appointed M/s. Keyur J. Shah & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2024- 2025.

The Report of Secretarial Audit in form MR-3 in accordance with Section 204 of Companies Act, 2013 and Secretarial Compliance Report in accordance with Regulation 24A of SEBI Listing Regulations, for the FY 2024- 2025 is annexed to the Annual Report as “**Annexure-D**”. The Secretarial Auditor Report does not contain any qualification, reservation or adverse remarks Further as per the recent amendment under SEBI Listing Regulations pertaining to Appointment of Secretarial Auditor, M/s. Keyur J. Shah & Associates had given their consent to act as Secretarial Auditors, accordingly, the Board in the meeting held on May 30, 2025 recommended their appointment for financial year 2025-26, which is subject to approval of the members. The resolution pertaining to the appointment forms part of the Notice convening the Annual General Meeting.

C. INTERNAL AUDITORS:

In terms of Section 138 of the Act, and the relevant Rules, the Company appointed/ re-appointed M/s. Kamal M. Shah & Co., Chartered Accountants as Independent Internal Auditors of the Company for the Financial Year 2025-26. The Internal Auditor directly reports to the Audit Committee.

39. COMPLIANCE WITH THE SECRETARIAL STANDARD:

The Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and follows the same.

40. MAINTENANCE OF COST RECORDS:

Section 148 (1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 prescribes for maintenance of Cost records by certain class of Companies. Given the nature of services being rendered by the Company, the requirement of maintaining cost records under section 148(1) is not applicable.

41. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate internal financial controls in place, commensurate with its size and the nature of its business. The Internal Financial Controls, with reference to financial statements as designed and implemented by the Company, are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

42. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

During the period under review, the company has not made any failure in completing or implementing any corporate action within the specified time limit.

43. ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return, for the FY 2024-2025 is available on the website of the Company at www.sanstar.in.

44. LOAN FROM DIRECTORS OR THEIR RELATIVES:

During the FY 2024-25 the company has not availed any loans from the Directors or their relatives.

45. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the year under review, has been presented in a separate section forming part of this Report.

46. CORPORATE GOVERNANCE REPORT AND CERTIFICATE FROM AUDITOR:

Pursuant to Regulation 34 of the SEBI Listing Regulations, the Corporate Governance Report for the year ended March 31, 2025 along with a Certificate from the Secretarial Auditor of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations, is provided in a separate section and forms a part of Annual Report.

47. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the period under review the Company has not made any application, and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

48. DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTIONS:

During the FY 2024-25, there was no such instance.

49. DISCLOSURES PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company always endeavors and provides conducive work environment that is free from discrimination and harassment including sexual harassment. Your Company has zero tolerance towards sexual harassment at workplace and has adopted a policy for prevention of Sexual Harassment of Women at workplace. To facilitate the reporting of grievances, a physical complaint box has also been installed at all the Company's premises. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to address complaints of sexual harassment at the workplace and to ensure a safe, secure, and respectful working environment for all employees.

During the Financial Year 2024-25, the Company has not received any complaint of sexual harassment.

50. CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:

As required under Regulation 17(8) of the SEBI Listing Regulations, the CFO of the Company has certified the accuracy of the Financial Statements, the Cash Flow Statement and adequacy of Internal

Control Systems for financial reporting for the financial year ended March 31, 2025 and the certificate forms part of the Corporate Governance Report.

51. LISTING FEES:

Your Company has paid the requisite Annual Listing Fees to National Stock Exchange of India Limited (Symbol: SANSTAR) and BSE Limited (Scrip Code: 544217), where its securities are listed.

52. APPRECIATION:

The Board of Directors places on record its sincere appreciation for the unwavering support and continued cooperation extended by our banking partners. The Directors also express their heartfelt gratitude to all stakeholders including our valued customers, resolute employees, trusted vendors, esteemed consultants, and respected shareholders, whose steadfast confidence and contributions have been instrumental in the Company's growth journey. The Board is especially thankful for the overwhelming response received during the Company's Initial Public Offering (IPO), marking a significant milestone in our corporate evolution. We remain committed to upholding the trust placed in us and driving sustainable value for all stakeholders.

**For and on behalf of the Board of Directors
Sanstar Limited**

Mr. Gouthamchand Sohanlal Chowdhary
Chairman and Managing Director
DIN: 00196397

Mr. Sambhav Gautam Chowdhary
Joint Managing Director
DIN: 01370802

Date: 14th August, 2025
Place: Ahmedabad

Annexure- A**AOC-2**

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

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

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

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

Sr. No.	Name of Related Party and Nature of Relationship	Nature of Contracts/ arrangements/ transactions	Duration of the Contracts/ arrangements/ transactions	Terms of the Contracts or arrangements or transactions including the value (Rs. in lacs)	Date of Approval by the Board	Amount Paid / Received as Advances
1.	SAMBHAV STARCH PRODUCTS PVT LTD	Interest received	NA	1.32	14/11/2024	NIL
2.	SAMIKSHA CHOWDHARY	Remuneration	NA	60.00	14/11/2024	
3.	RICHA CHOWDHARY	Remuneration	NA	60.00	14/11/2024	NIL
4.	RANIDEVI CHOWDHARY	Remuneration	NA	60.00	14/11/2024	NIL
5.	GOUTHAMCHAN CHOWDHARY	Remuneration	NA	120.00	14/11/2024	NIL
6.	SAMBHAV CHOWDHARY	Remuneration	NA	120.00	14/11/2024	NIL
7.	SHREYANS CHOWDHARY	Remuneration	NA	120.00	14/11/2024	NIL
8.	HARISHKUMAR MAHESHWARY	Remuneration	NA	31.27	14/11/2024	NIL
9.	FAGUN SHAH	Remuneration	NA	7.63	14/11/2024	NIL
10.	ANIKET TALATI	Sitting Fees	NA	1.40	14/11/2024	NIL
11.	ATUL AGARWAL	Sitting Fees	NA	0.80	14/11/2024	NIL
12.	SEJAL AGRAWAL	Sitting Fees	NA	1.20	14/11/2024	NIL

13.	SANSTAR GEMS AND JEWELS PVT LTD	Interest paid	NA	0.81	14/11/2024	NIL
14.	SAMBHAV STARCH PRODUCTS PVT LTD	Interest paid	NA	17.88	14/11/2024	NIL
15.	RANIDEVI GOUTHAMCH AND CHOWDHARY CHARITABLE TRUST	Purchase of goods or services	NA	87.00	14/11/2024	NIL
16.	SAMBHAV STARCH PRODUCTS PVT LTD	Purchase of goods or services	NA	120.00	14/11/2024	NIL
17.	SAMBHAV STARCH PRODUCTS PVT LTD	Inter- corporate deposit	NA	1112.00	14/11/2024	NIL
18.	SAMBHAV STARCH PRODUCTS PVT LTD	Inter- corporate deposit	NA	1450.79	14/11/2024	NIL
19.	SANSTAR GEMS AND JEWELS PVT LTD	Inter- corporate deposit	NA	16.61	14/11/2024	NIL
20.	SAMBHAV STARCH PRODUCTS PVT LTD	Inter- corporate deposit	NA	101.32	14/11/2024	NIL
21.	SAMBHAV STARCH PRODUCTS PVT LTD	Inter- corporate deposit	NA	100.00	14/11/2024	NIL

Note: All above transactions have been entered in the ordinary course of business and arm's length basis. Information regarding all related party transactions has been shown in Note No. 35 of Financial Statement of the Company as per Accounting Standard - AS 18.

**For and on behalf of the Board of Directors
Sanstar Limited**

Mr. Gouthamchand Sohanlal Chowdhary
Chairman and Managing Director
DIN: 00196397

Mr. Sambhav Gautam Chowdhary
Joint Managing Director
DIN: 01370802

ANNEXURE-B**ANNUAL REPORT ON CSR ACTIVITIES****1. Brief outline on the Corporate Social Responsibility (CSR) Policy of the Company:**

The Companies Act, of 2013 has introduced the idea of CSR which your Company has been voluntarily following for the last many years. Your Company believes the policy is more and more beneficial to society at large by promoting and encouraging economic, social, and educational development and also giving active support to local initiatives around its area of operation thereby promoting the upliftment of people in varied arenas of life.

Pursuant to Section 135 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Corporate Social Responsibility Policy) Rule, 2014, the Company is required to adopt the Corporate Social Responsibility (CSR) policy in the organization to add a sense of responsibility and contribution among corporate which is expected to be Beneficial to a different class of people such as children, women, uneducated, unemployed etc. towards which such CSR activities may be focused. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of Meeting of CSR held during the year	Number of Meetings of CSR committee attending during the year
01	Mr. Atul Agarwal	Chairman, Independent Director	02	02
02	Mrs. Sejal Agrawal	Independent Director	02	02
03	Mr. Gouthamchand Sohanlal Chowdhary	Non-Independent Director	02	02

3. Provide the web-link where the Composition of CSR, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: www.sanstar.in**4. Provide the executive summary along with weblink(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable****5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Rs 15.29 Lakhs****6. Average net profit of the company as per section 135(5): Rs. 5570.89 Lakhs.**

a)	Two percent of average net profit of the Company as per sub-section (5) of section 135	111.42
b)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	-
c)	Amount required to be set-off for the financial year, if any:	21.70
d)	Total CSR obligation for the financial year [(a)+(b)-(c)]	89.72

7. a) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year	Amount Unspent (₹ crores)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	Nil	Nil	Nil	Nil	Nil

b) Excess amount for set-off, if any(Rs.in lacs)

Sr. No	Particular	Amount
i	Two percent of average net profit of the Company as per sub-section (5) of section 135	111.42
ii	Total amount spent for the Financial Year	105.00
iii	Excess amount spent for the Financial Year ((ii)-(i))	6.42
iv	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
v	Amount available for set off in succeeding Financial Years (iii-iv)	6.42

8. Details of Unspent CSR amount for the preceding three Financial Years: Nil

9. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: Nil

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

**For and on behalf of the Board of Directors
Sanstar Limited**

Mr. Gouthamchand Sohanlal Chowdhary
Chairman and Managing Director
DIN: 00196397

Mr. Sambhav Gautam Chowdhary
Joint Managing Director
DIN: 01370802

Date:14th August, 2025
Place: Ahmedabad

ANNEXURE-C

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

CONSERVATION OF ENERGY

Both manufacturing units of the Company have implemented several energy-saving initiatives. Dedicated teams at both the units continuously monitor energy consumption and develop and execute various energy conservation schemes.

1. Steps taken or impact on conservation of energy

(i) Steam and Thermal Energy Efficiency

- The company uses High-efficiency boilers, with >85% thermal efficiency, equipped with proper insulation and automatic combustion control.
- Waste heat recovery units (WHRUs) have been installed on boiler flue gas for preheating feed water or process air.
- Hot condensate is reused in the boiler feed water tank by Condensate recovery systems
- Economizers are deployed to recover heat from flue gas.
- Fixed Automatic steam traps with monitoring systems are installed to minimize steam loss.
- Variable pressure steam systems have been installed for matching process demand efficiently.

(ii) Electrical Energy Efficiency

- Fixed Variable Frequency Drives (VFDs) are installed for motors driving pumps, fans, centrifuges, agitators and compressors.
- High-efficiency IE3/IE4 motors are used in grinding, slurry pumping and drying systems
- Energy-efficient air compressors have been installed with proper air leak management and heat recovery from compressor jackets.
- LED lighting with motion sensors are installed in production and storage areas.

(iii) Process Equipment Improvements

- Multi-effect evaporators (MEE) are used for syrup concentration in place of single-effect units.
- Thermal Vapor Recompression (TVR) has been installed in evaporation to reuse steam energy.
- Energy-efficient spray dryers with heat recovery systems and optimized air flow are in place.
- Flash dryers with recirculated hot air systems are used.
- Starch milk preparation tanks are optimized with slow-speed and efficient agitators.
- Centrifuges/Decanters are equipped with regenerative drives to reduce motor load.

(iv) Water and Effluent Energy Management

- Closed-loop cooling water systems are implemented to avoid unnecessary pumping and reheating
- Anaerobic digesters are used for effluent treatment that produce biogas to replace part of fuel in boilers.
- Heat exchangers are installed to recover heat from hot process water before discharge.

(v) Instrumentation & Automation.

- Advanced Process Control (APC) are implemented to optimize steam, water and power usage in real-time.
- Energy monitoring systems (EMS) with sub-metering are installed for different process areas (grinding, separation, drying, utilities).
- Automated temperature & pressure controls are in place to prevent overheating/overcooling in processes.

2. The steps taken by the Company for utilising alternate sources of energy:

The Company has taken initiatives in the last financial year to generate energy through renewable sources like solar power, biogas at Shirpur plant, which is operating efficiently. Additionally, the Company is in the process of setting up a solar plant at Bhachau plant. The land for the project has already been leased, and construction is underway.

Technology absorption, adaption and innovation and Research and Development

The Company places a strong emphasis on training its technical personnel, equipping them with knowledge of the latest available technologies. The Company has not entered into any technical collaboration agreement or acquired any technical know-how from any foreign source to date. Additionally, the Company has not incurred any expenditure on research & Development.

FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs in Millions)

Particulars	FY 2024-25	FY 2023-24
Foreign Exchange Earnings	3322.03	3788.57
Foreign Exchange Outgo	1314.98	701.32



KEYUR J. SHAH & ASSOCIATES
COMPANY SECRETARIES
 INSOLVENCY PROFESSIONAL | REGISTERED VALUER

Form No. MR-3
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

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

To,
The Members,
Sanstar Limited,
CIN: L15400GJ1982PLC072555
 Sanstar House, Nr. Parimal Under Bridge,
 Opp. Suvidha Shopping Centre, Paldi,
 Ahmedabad, Gujarat, India, 380007

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

Auditor's Responsibility

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and provided either as hard copies or scanned copies by email 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 31st March, 2025 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :



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

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 as amended by the Securities Laws (Amendment) Act, 2014 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit Period)**;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company during the Audit Period)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**



We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis the Company has complied with the following specific laws to the extent applicable to the Company:

1. Direct and Indirect Tax laws including The Income Tax Act, 1961 and the rules made there under, Goods and Service Tax etc.

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

- Secretarial Standards in respect of Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) as amended from time to time issued by The Institute of Company Secretaries of India;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder.

Based on the examination conducted during the Audit period (01st April, 2024 to 31st March, 2025) we hereby report that the Company has complied with the provision of the Act, Rules, Regulations, Guideline and Standards made there under for all the above laws to the extent possible.

We further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

All decisions at Board Meetings and Committee Meetings were duly approved and voted upon by the directors or members present in the meeting, with requisite majority, as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be;

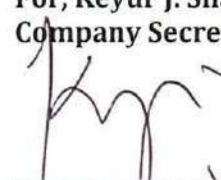
Further we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that during the audit period the following material events has taken place:

- i. During the audit period, the Company launched its Initial Public Offering (IPO) and successfully listed its equity shares on both the BSE Limited and the National Stock Exchange of India Limited.

For, Keyur J. Shah & Associates,
Company Secretaries,


Keyur J. Shah
Proprietor
FCS:9559
CP No.: 8814



Place: Ahmedabad
Date: 14th August, 2025

Peer Review Certificate No.: 1148/2021
UDIN: F009559G001006456

This Report is to be read with our letter of even date which is annexed as Annexure-1 and forms integral part of this report.

Annexure-1

The Members,
Sanstar Limited
Sanstar House, Nr. Parimal Under Bridge,
Opp. Suvidha Shopping Centre, Paldi,
Ahmedabad, Gujarat, India, 380007

Based on audit, our responsibility is to express our opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards require CSAS-1 to CSAS-4 ("CSAS") prescribed by the ICSI. These standards require that the auditor complies with the statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about the compliance with applicable laws and maintenance of records.

Due to inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

- a. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b. 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.
- c. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- d. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, Keyur J. Shah & Associates,
Company Secretaries,



Keyur J. Shah
Proprietor
FCS:9559

CP No.: 8814

Peer Review Certificate No.: 1148/2021



Place: Ahmedabad
Date: 14th August, 2025

Corporate Governance Report

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the report contains the details of Corporate Governance systems and processes followed at Sanstar Limited ("the Company").

1. PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is an integral part of SANSTAR' philosophy. It's a reflection of the culture, values and policies of the Company. To meet its obligations towards its shareholders and other stakeholders, the Company has a corporate culture of conscience and consciousness; integrity, transparency and accountability for efficient and ethical conduct of business. It aims at highest standards of transparency, integrity, fairness, and accountability as well as equal treatment to all the stakeholders comprising of regulators, employees, investors, customers, vendors and the society at large.

Your Company's corporate governance framework incorporates a system of robust checks and balances between the prominent players; namely, the Board, its committees, the management, auditors and various other stakeholders. The Board of Directors and management of your Company place a greater emphasis on maintaining oversight and integrity in governing the Company and conducting business operations.

The Company firmly believes that corporate governance standards should go beyond the law and must satisfy the spirit of law and not just the letter of the law. This is a way of life at Sanstar and is driven relentlessly across the organization.

Your Company follows the requirements of Corporate Governance stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Companies Act, 2013 ('the Act').

2. BOARD OF DIRECTORS:

a. Composition and size of the Board

The Board has a proper blend and effective balance of Executive and Non-Executive Directors, in conformity with Regulation 17(1) of the SEBI Listing Regulations and other applicable regulatory requirements.

The Board of the Company comprises of an optimum combination of Executive and Non-Executive Independent Directors. The Board of Directors of your Company as on March 31, 2025, comprised of Six (6) members with Three (3) Executive Directors and Three (3) Non-Executive Independent Directors including One (1) Woman Independent Director.

Mr. **Gouthamchand Sohanlal Chowdhary** is the Chairman and the Managing Director of the Company.

The Directors of your Company are:

1. not on the Board of more than seven listed Companies.
2. not serving as Independent Directors in more than seven Listed Companies.
3. in compliance with the limit on Independent Directorship of listed Companies as prescribed under Regulations 17A of the SEBI Listing Regulations.

4. fulfil the conditions of Independence (regarding Independent Directors).

During the Financial Year 2024-25, the Company got its Equity Shares listed on both the Stock Exchanges i.e. National Stock Exchange Limited and BSE Limited and the Shares were listed w.e.f. 26th July, 2024. The Board during the year met 05 (five) times and the Board Meetings were held i.e. May 16, 2024, July 12, 2024, August 14, 2024, November 14, 2024, February 12, 2025, for the purpose of approving the Financial Statements and for approving various documents pertaining to the Initial Public Offer. The Board was provided with comprehensive agenda materials well in advance to facilitate informed decision-making. Your Company ensured strict adherence to the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India at all times during the year.

Details of Board of Directors, their attendance at Board Meetings during the year and at the last Annual General Meeting ("AGM") and Directorships, Committee Chairmanships, Memberships in other companies as on March 31, 2025, are given below:

A. Composition, Category of Directors and their other directorship as on March 31, 2025

Name of the Director and DIN	Category	No of Equity Shares held in the Company	No. of Board Meetings attended (05 meetings held)	Whether attended last AGM held on 11th June, 2024	No. of Directorships in other Companies	Directors hip in other listed entities
Gouthamchand Sohanlal Chowdhary (DIN:- 00196397)	Managing Director	14801100	5	Yes	3	0
Sambhav Gautam Chowdhary (DIN:- 01370802)	Joint Managing Director	32100000	5	Yes	2	0
Shreyans Gautam Chowdhary (DIN:- 01759527)	Joint Managing Director	31965000	5	Yes	2	0
Aniket Sunil Talati (DIN:- 02724484)	Independent Director	0	5	Yes	3	2
Atul Agarwal (DIN:- 10373422)	Independent Director	0	5	Yes	0	0

Sejal Ronak Agrawal (DIN:- 09376887)	Independent Director	0	4	Yes	1	0
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Inter-se Relationship among Directors:

Name of the Director and DIN	DIN	Category	Inter-se relationship
Gouthamchand Sohanlal Chowdhary	00196397	Managing Director	Related to Mr. Sambhav Gautam Chowdhary and Mr. Shreyans Gautam Chowdhary
Sambhav Gautam Chowdhary	01370802	Joint Managing Director	Related to Mr. Gouthamchand Sohanlal Chowdhary and Mr. Shreyans Gautam Chowdhary
Shreyans Gautam Chowdhary	01759527	Joint Managing Director	Related to Mr. Gouthamchand Sohanlal Chowdhary and Mr. Sambhav Gautam Chowdhary
Aniket Sunil Talati	02724484	Independent Director	Not related to any Director
Atul Agarwal	10373422	Independent Director	Not related to any Director
Sejal Ronak Agrawal	09376887	Independent Director	Not related to any Director

Web-link where details of familiarization programme for Independent Directors is disclosed:

All the Independent Directors inducted on the Board are given an orientation program about Company's nature of industry, business model, group structure, organization structure and other such areas. These programs provide insights into the Company to enable them to perform their roles, duties, responsibilities and make effective contribution as Independent Directors of the Company. The familiarization program for Independent Directors is given on the Company's website www.sanstar.in.

Matrix of skills/expertise/competencies of the Board of Directors:

The Board of Directors has identified the following core competencies crucial for effective leadership of the Company:

1. Deep understanding of the Company and its business: Thorough knowledge of the Company's businesses, policies, and culture (including Mission, Vision, and Values). Awareness of major risks and threats alongside potential opportunities within the industry.
2. Effective application of skills: Behavioural attributes and competencies to leverage knowledge and skills for the Company's growth.
3. Strategic and Operational Expertise: Proficiency in Business Strategy, Sales & Marketing, Corporate Governance, and Administration. Strong decision-making capabilities.

4. Financial Acumen: Solid understanding of Financial and Management skills.
5. Industry-Specific Knowledge: Technical or professional skills and specialized knowledge relevant to the Company's business.

The Board prioritizes candidates possessing these core skills. Ideally, directors will be:

Proven Leaders: Individuals with a track record of success running businesses relevant to the Company's activities.

Renowned Academics: Distinguished scholars in fields directly connected to the Company's operations.

3. COMMITTEES OF THE BOARD:

In compliance with applicable statutory requirements, the Board has constituted various committees to ensure focused oversight and effective governance. The terms of reference of these committees are approved by the Board and are periodically reviewed to ensure continued relevance and alignment with the Company's evolving business needs and regulatory framework. Currently, the Board has the following committees:

A. Audit Committee:

The Audit Committee meets the criteria laid down under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

Composition:

The Audit Committee presently consists of three Directors Mr. Aniket Sunil Talati, Mrs. Sejal Agrawal and Mr. Shreyans Gautam Chowdhary. Mr. Aniket Sunil Talati is the Chairman of the Audit Committee. The Committee met four times during the financial year ended March 31, 2025.

The attendance record of the members at the meeting was as follows: -

Name of the Audit Committee Members	Chairman/Member	Category of Directorship	No. of Meetings Attended
Aniket Sunil Talati	Chairman	Non-Executive-Independent Director	4
Shreyans Gautam Chowdhary	Member	Executive-Promoter	4
Sejal Ronak Agrawal	Member	Non-Executive-Independent Director	4

The Audit Committee is comprised of Executive & Non Executive Directors who possess the requisite financial expertise and professional experience to ensure effective oversight of the Company's financial reporting and internal control systems. The Committee engages in-depth discussions on financial statements and related disclosures, contributing valuable insights that enhance transparency and accountability in financial governance.

In addition to its financial oversight responsibilities, the Audit Committee actively monitors the Company's compliance with applicable statutory and regulatory requirements. It undertakes a quarterly review of critical matters, including compliance under the Prevention of Sexual Harassment (POSH) framework, adherence to borrowing limits, monitoring of investments, and other governance-related triggers.

The Committee maintains regular interaction with the Statutory Auditor, Internal Auditor, and Secretarial Auditor to assess the robustness of the Company's audit and compliance frameworks. These interactions ensure that audit processes are conducted independently and effectively, with full support and cooperation from the management team.

During the financial year under review, the Audit Committee convened four meetings, including special sessions dedicated to the review and approval of the Company's Draft and Final Offer Documents in connection with the Initial Public Offering, prior to their presentation to the Board of Directors.

B. Nomination & Remuneration Committee:

The Nomination and Remuneration Committee ('NRC') of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

Composition:

The Nomination and Remuneration Committee presently consists of three Independent Directors, Mr. Aniket Sunil Talati, Mrs. Sejal Agrawal and Mr. Atul Agarwal. Mr. Aniket Sunil Talati is the Chairman of the Nomination and Remuneration Committee. The committee met three times during the financial year ended March 31, 2025.

The attendance record of the members at the meeting was as follows:

Name of the Nomination & Remuneration Members	Chairman/Member	Category of Directorship	No. of Meetings Attended
Aniket Sunil Talati	Chairman	Non-Executive-Independent Director	3
Sejal Ronak Agrawal	Member	Non-Executive-Independent Director	3
Atul Agarwal	Member	Non-Executive-Independent Director	3

The Committee plays a crucial role in overseeing matters related to the composition of the Board and Senior Management, evaluation of performance, and alignment of remuneration policies with the Company's strategic objectives.

The NRC is responsible for evaluating and recommending the appointment and remuneration of Directors and Key Managerial Personnel, ensuring that the Company attracts and retains individuals with the right qualifications, experience, and leadership capabilities. The Committee also oversees the implementation and compliance of the Sanstar Limited – Employee Stock Option Plan – 2021 ('ESOP Scheme 2021'), including grant, vesting, exercise, and disclosure requirements, in alignment with applicable regulatory frameworks. In addition to its core functions, the Committee reviews matters pertaining to the recruitment and compensation structure of Senior Management, succession planning and other aspects of human capital management.

It ensures that the Company's policies and practices related to employee engagement, remuneration, and performance evaluation remain competitive, compliant, and aligned with business goals.

During the year under review, the Nomination and Remuneration Committee met at regular intervals to discharge its responsibilities effectively and other statutory compliances linked to human resource governance.

Remuneration of Directors

Remuneration of Directors is as per the terms and conditions mentioned in the Employment agreement/terms and conditions of appointment as approved by the Board and the Shareholders in the Annual General Meeting.

Remuneration of Independent Directors is based on factors such as their committee position(s), attendance, participation at Board/Committee meetings and performance evaluation. Independent Directors are entitled to sitting fees, reimbursement of expenses incurred to participate in Board/Committee meetings and commission on profit. Further, in terms of Regulation 46 of the SEBI Listing Regulations, the criteria for payment to Non- Executive Directors is available on the investor section of the Company's website, <https://sanstar.in/investors-relations/codes-and-policies/>

Details of remuneration paid to Directors for the Financial Year ended on March 31, 2025 is as under:

Name	Designation	Fixed Pay/ Sitting Fees
Gouthamchand Sohanlal Chowdhary	Managing Director	Fixed Pay
Sambhav Gautam Chowdhary	Joint Managing Director	Fixed Pay
Shreyans Gautam Chowdhary	Joint Managing Director	Fixed Pay
Aniket Sunil Talati	Independent Director	Sitting Fees
Atul Agarwal	Independent Director	Sitting Fees
Sejal Ronak Agrawal	Independent Director	Sitting Fees

During the period under review, the Non- Executive Directors were paid sittings fees as remuneration as per the Nomination and Remuneration Policy uploaded on the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies>.

C. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee (SRC) meets the criteria laid down under Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Composition:

The Stakeholders Relationship Committee presently consists of three Directors, Mr. Aniket Sunil Talati, Mrs. Sejal Agrawal and Mr. Gouthamchand Sohanlal Chowdhary. Mr. Aniket Sunil Talati is the Chairman of the Committee. The committee met two times during the financial year ended March 31, 2025.

The attendance record of the members at the meeting was as follows:

Name of the Nomination Remuneration Members	Chairman/Member	Category of Directorship	No. of Meetings Attended
Aniket Sunil Talati	Chairman	Non-Executive-Independent Director	2
Gouthamchand Sohanlal Chowdhary	Member	Executive-Promoter	2
Sejal Ronak Agrawal	Member	Non-Executive-Independent Director	2

The Committee plays a vital role in maintaining transparent and effective communication between a Company and its stakeholders, particularly shareholders.

Its primary responsibility is to resolve the investor grievances related to issues such as share transfers/transmission, dividend payments, non-receipt of annual reports, general meetings etc. The Committee ensures appropriate service standards adopted by the Company in respect of services rendered by the Registrar & Share Transfer Agent. By addressing concerns promptly and fostering trust, the committee helps strengthen the relationship between the company and its investors.

Number of investor complaints

During the year 2024-25, 04 complaints were received from investors. All the complaints have been resolved to the satisfaction of the complainants.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility ('CSR') Committee of the Board of Directors meets the criteria laid down under Section 135 of the Companies Act, 2013.

Composition:

The Corporate Social Responsibility Committee presently consists of three Directors, Mr. Atul Agarwal, Mrs. Sejal Agrawal and Mr. Gouthamchand Sohanlal Chowdhary. Mr. Atul Agarwal is the Chairman of the Committee. The committee met two time during the financial year ended March 31, 2025.

The attendance record of the members at the meeting was as follows:

Name of the Nomination Remuneration Members	Chairman/Member	Category of Directorship	No. of Meetings Attended
Atul Agarwal	Chairman	Non-Executive-Independent Director	2

Gouthamchand Sohanlal Chowdhary	Member	Executive-Promoter	2
Sejal Ronak Agrawal	Member	Non-Executive- Independent Director	2

Our Company believes that Businesses have a responsibility beyond profit-making to contribute positively to society and the environment, fostering sustainable development and improving the quality of life for all stakeholders

In accordance with this belief, our CSR Committee is responsible for formulating and overseeing the Company's CSR strategy and initiatives. Its key role is to identify areas where the Company can contribute to social, environmental, and economic development, in line with legal requirements and Company values. The Committee recommends CSR activities and budgets to the board, monitors the implementation of approved projects, and ensures compliance with applicable CSR laws and reporting standards.

During the period under review, the Company has contributed its funds towards promoting and encouraging economic, social, and educational development .

E. INDEPENDENT DIRECTORS' MEETING:

In accordance with the provisions of Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors is required to be held once during the financial year 2024– 25, without the presence of Non-Independent Directors or members of the management. The Independent Directors reviewed the performance of the Board, Committees, and Management, and provided their observations. All inputs and suggestions provided during the meeting were duly considered and appropriately incorporated by the Board in its functioning.

4. OTHER INFORMATION:

A. Shareholders Meeting Details of Financial Year, date, time, agenda and location, of the last three (3) Annual General Meetings ('AGM') are given below:

Year	Date of Meeting	Time	Venue
2023-24	11-06-2024	11:00 A.M.	"Sanstar House", Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007
2022-23	30-09-2023	11:30 A.M.	"Sanstar House", Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007
2021-22	30-09-2022	12:30 P.M.	"Sanstar House", Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007

B. Extra Ordinary General Meeting (“EGM”) held during the financial year 2024-25 are given below:

Date of Meeting	Time	Venue	Details of Resolution(s) passed
28-06-2024	11:00 A.M.	“Sanstar House”, Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007	Initial Public Offering Of Equity Shares of the company

C. Postal Ballot:

During the year under review, no resolution was passed through the postal ballot.

D. Means of Communication

The Company communicates with its stakeholders through established procedures via multiple channels of communication, as outlined below:

Announcement of Financial Results:

The quarterly and half-yearly (both Standalone and Consolidated) are submitted to the Stock Exchanges on their respective web portals i.e. “NEAPS” and “BSE Listing Center”, within the prescribed timelines. These results are also published in the newspapers, which include Financial Express and Financial Express (Gujarati) Simultaneously, the results are also hosted on the Company’s website: www.sanstar.in.

Website:

The ‘Investors’ section of Company’s website hosts Shareholder’s related information. Besides the mandatory documents required to be uploaded on the Company’s website under the SEBI Listing Regulations, details of earnings call, presentations, press releases, factsheets and quarterly reports are also hosted on the website: www.sanstar.in.

5. GENERAL SHAREHOLDER INFORMATION:

1. Annual General Meeting: AGM shall be held on September 10, 2025 at 11:00 AM IST via Video Conference/Other Audio Video Means (‘VC/OAVM’).
2. Financial Year: April 01, 2024, to March 31, 2025
3. The Board of Directors has not proposed any dividend for the Financial Year 2024–2025 for the approval of the shareholders, in view of the Company’s ongoing expansion initiative.
4. Listing on Stock Exchanges and Stock Code: The Equity Shares of the Company are listed on the following Stock Exchanges:

Name of Stock Exchanges	Address	Stock Code
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	544217
The National Stock Exchange of India Limited	Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051.	SANSTAR

The ISIN Number for dematerialized shares: INE08NE01025

5. Listing Fee: The Annual Listing Fees have been paid to each of the above Stock Exchanges for FY 2024-25
6. Disclosures for securities that are suspended from trading: None of the securities of the Company are suspended from trading during FY 24-25.
7. **Registrar and Transfer Agents (RTA):**
MUFG Intime India Pvt. Ltd (SEBI Registration no. INR000004058)

Registered Address: C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli West, Mumbai, Maharashtra, 400083.

Tel: 8108114949

6. Share Transfer System:

Transfer of shares in electronic form are processed and approved by NSDL/CDSL through their Depository Participant(s), without involvement of the Company

7. Shareholding Pattern as on March 31, 2025

Sr. No.	Particulars	No. of Shares	% of Share holding
1.	Promoters and Promoter Group	12,82,56,500	70.38
2.	Institutional Investors, Corporate Investors, QIB, AIF and Trust	73,56,377	4.03
3.	RII	3,24,19,029	17.79
4.	FPI and NRI	25,86,338	1.42
5.	Private Bodies Corporate	68,93,472	3.78
6.	Any Other	47,32,534	2.60
	Grand Total	18,22,44,250	100.00

8. Dematerialization of shares and liquidity:

The Company has dematerialized its Equity Shares with both the depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

Since the listing date, the Company's Paid-up Share Capital is in dematerialized form and physical form. The number of shares held dematerialized with NSDL was 15,70,20,411 Equity Shares having percentage Paid Up Share Capital of 86.16% and with CDSL was 2,50,38,939 Equity Shares having percentage Paid-Up Capital of 13.74% and 1,84,900 shares physically having percentage of Paid-Up capital of 0.10%.

9. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs/ Warrants or any Convertible Instruments and therefore there are no outstanding Instruments.

10. Address for correspondence:

The Company Secretary and Compliance Officer

Sanstar Limited

Address: Sanstar House Nr. Parimal Underbridge, Opp.- Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat, India, 380007

Telephone: +91 79 26651819

E-Mail: cs@sanstar.in

Website: www.sanstar.com

11. Familiarization Programme for Independent Directors:

The Company through familiarization programmes has updated the Independent Directors with nature of Industry, business of the Company and their roles, responsibilities, rights in the Company etc. The detail of such familiarization programme is available at the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies/>

Confirmation of Independence by Directors

The Board has taken on record the confirmations submitted by the Independent Directors and after assessing the veracity of the same, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management.

12. Leadership at Sanstar Limited:

The Company is professionally managed by leadership teams who are professionals in their respective domains, and they play a pivotal role in steering the organization's growth to ensure operational excellence. The promoters as Executive Directors have ensured that transparency and fair accountability is driven throughout the organization, and it is part of the Company's ethos. This collaborative approach ensures a well-balanced framework where professional execution is strengthened by promoter guidance, fostering transparency, accountability, and long-term value creation for all stakeholders.

13. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

Details of fees paid to the Statutory Auditor, for the services rendered by them to the Company, are provided in the notes to accounts forming part of this Annual Report.

14. OTHER DISCLOSURE

1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

There are no materially significant transactions with the related parties that have potential conflict with the interest of the Company. Transactions with related parties as per applicable Indian Accounting Standard have been disclosed in the notes forming part of the Financial Statement.

The Policy on related party transactions, which provides the criteria for determining the materiality of related party transactions and also the manner of dealing with related party transactions, adopted by the Board in accordance with the provisions of Regulation 23(1) of the SEBI Listing Regulations, has been uploaded on the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies/>

2. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years:

There has been no instance of non-compliance by the Company or penalty and/or stricture imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Market, during the last three years. Further, there is no non-compliance of any requirement of Corporate Governance Report as prescribed under sub-para (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations.

3. Vigil Mechanism – Whistle Blower Policy

The Company has adopted a Whistle Blower Policy/Vigil Mechanism and has established the necessary mechanism for Directors/Employees to report concerns about unethical behaviour. The Policy has been uploaded to the website of the Company at <https://sanstar.in/investors-relations/codes-and-policies/>

The reports received from any employees will be reviewed by the audit committee. It is affirmed that no person was denied access to the audit committee in this respect. The directors and senior management are required to maintain confidentiality of such reporting and ensure that whistle blowers are not subject to any discriminatory practice.

4. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

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

Further, the Company had initiated an Initial Public Offer for Rs. 10,74,00,000 Crores consisting of 5,37,00,000 Equity Shares at issue price of Rs. 2/- each through Initial Public Offer and got listed on both the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited on 26th July, 2024. The issue size consists of 41800000 Equity Shares as a part of Fresh issue size and 11900000 Equity Shares as a part of offer for sale size.

5. Disclosure on acceptance of recommendations made by Board Committees to the Board:

During FY 2024-2025, all recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

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

The Company is committed to creating a safe and healthy work environment, where every employee is treated with respect and can work without fear of discrimination, prejudice, gender bias or any form of harassment in the workplace. Sanstar Limited has in place a Prevention of Sexual Harassment Policy ('POSH') in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The policy is gender neutral and the essence of the policy is communicated to all employees at regular intervals through assimilation and awareness programs. During FY 2024-25, no complaint under the above-mentioned policy has been received.

7. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested

During FY 2024-25, the Company has not given 'Loans and Advances' in loan to Firms/ Companies in which Directors are interested.

8. Policy for determining material subsidiaries:

The Company has formulated a policy for determining material subsidiaries in terms of Regulation 16 of the SEBI Listing Regulations. This Policy is hosted on the Company's website: <https://sanstar.in/investors-relations/codes-and-policies/>

The Audit Committee and Board review the Financial Statements, significant transactions and minutes of the subsidiaries.

15. Code of Conduct:

The Company has framed a Code of Conduct for the Board members and Senior Management which is hosted on the Company's website: www.sanstar.in. All Directors and Senior Management Personnel have affirmed compliance with the above Code for the financial year ended March 31, 2025. A declaration signed by Managing Director affirming compliance with the Code is annexed to this Report.

16. Practicing Company Secretary's certificate on Non-Disqualification of Directors:

A certificate has been issued by M/s. Keyur J Shah and Associates, Practicing Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such Statutory Authority.

17. Certificate of compliance by Secretarial Auditor:

In terms of Schedule V of the SEBI Listing Regulations, the certificate of compliance of conditions of Corporate Governance issued by Secretarial Auditor is annexed to this Report.

18. Discretionary requirements as prescribed in Part E of Schedule II of the Listing Regulations

The Company has complied with the following discretionary requirements:

- a. The auditor's report on Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, are unqualified.
- b. Reporting of Internal Auditor is done to the audit Committee directly.

19. Disclosure of shares held in suspense account

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No. of 73,750 equity shares held in the Sanstar Limited- Escrow Account.

Note:

The voting rights on the shares lying in the Sanstar Limited- Escrow Account shall remain frozen till the rightful owner claims such shares.

Shareholders may claim their shares by complying with the requisite procedure prescribed by the Company / RTA.

20. Other Disclosures:

The Company has complied with the requirements under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

21. Credit Rating

During the year under review, CARE Ratings Limited provided the following ratings:

Instrument/ Facility	Rating
Long-term/ Short term bank facilities	CARE BBB+; Stable/ CARE A2
Short-term bank facilities	CARE A2

**For and on behalf of the Board of Directors
Sanstar Limited**

Mr. Gouthamchand Sohanlal Chowdhary
Chairman and Managing Director
DIN: 00196397

Mr. Sambhav Gautam Chowdhary
Joint Managing Director
DIN: 01370802

Date: 14th August, 2025

Place: Ahmedabad



To,
The Members of
SANSTAR LIMITED
CIN: L15400GJ1982PLC072555
Sanstar House, Nr. Parimal Under Bridge,
Opp.-Suvidha Shopping Centre,
Paldi, Ahmedabad, Gujarat, India, 380007

Compliance certificate for Corporate Governance under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined the compliance of conditions of Corporate Governance by Sanstar Limited ("the Company") for the year ended 31st March, 2025 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and part C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing regulations') for the period 01st April, 2024 to 31st March, 2025.

Management's Responsibility

The compliance of conditions of corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

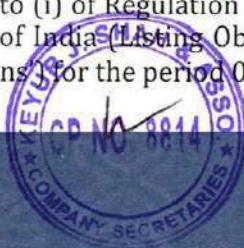
The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Auditor's Responsibility

Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has, in all material respects, complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and part C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing regulations') for the period 01st April, 2024 to 31st March, 2025 to the extent possible.

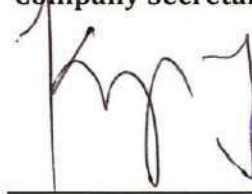


Other Matters and Restrictions on use

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.

The certificate is addressed and provided to the members of the Company solely for the purpose to comply with the requirement of its obligations under SEBI (LODR), 2015 and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom it is shown or into whose hands it may come without our prior consent in writing.

**For, Keyur J. Shah & Associates,
Company Secretaries**



**Keyur J. Shah
Proprietor**

FCS: 9559

CP No.: 8814

Peer Review Certificate No.: 1148/2021

UDIN No.: F009559G001010042

Place: Ahmedabad

Date: 14th August, 2025



KEYUR J. SHAH & ASSOCIATES
COMPANY SECRETARIES
 INSOLVENCY PROFESSIONAL | REGISTERED VALUER

To,
The Members of
Sanstar Limited
 Sanstar House Nr. Parimal Under Bridge,
 Opp.-Suvidha Shopping Centre, Paldi, Ahmedabad,
 Gujarat, India, 380007.

Certificate of Non-Disqualification of Directors
under Part C of Schedule V of SEBI (LODR) Regulations, 2015

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sanstar Limited** having **CIN L15400GJ1982PLC072555** and having registered office at Sanstar House Nr. Parimal Under Bridge, Opp.-Suvidha Shopping Centre, Paldi, Ahmedabad, Gujarat, India, 380007 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

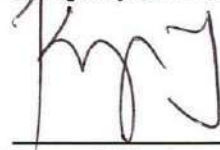
In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of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

Sr. No	Name of Director	DIN/PAN	Date of Appointment in Company
1	Gouthamchand Sohanlal Chowdhary	00196397	22/02/2012
2	Shreyans Gautam Chowdhary	01759527	22/02/2012
3	Sambhav Gautam Chowdhary	01370802	22/02/2012
4	Aniket Sunil Talati	02724484	01/11/2023
5	Atul Agarwal	10373422	01/11/2023
6	Sejal Ronak Agrawal	09376887	01/11/2023



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

For, Keyur J. Shah & Associates,
Company Secretaries



Keyur J. Shah
Proprietor

FCS:9559

CP No.: 8814

Peer Review Certificate No.: 1148/2021

UDIN: F009559G001006467

Place: Ahmedabad

Date: 14th August, 2025

CERTIFICATION BY MD/CFO

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Sanstar Limited,

We, **Mr. Gouthamchand Sohanlal Chowdhary**, Managing Director and **Mr. Harishkumar Shisupaldas Maheshwary**, Chief Financial Officer of the Company, do hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement of the Company for the year ended on March 31, 2025 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) 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.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 14th August, 2025
Place: Ahmedabad

For, Sanstar Limited

Gouthamchand Sohanlal Chowdhary
Managing Director
DIN: 00196397

Harishkumar Shisupaldas Maheshwary
Chief Financial Officer

Management's Discussion and Analysis

Review of the Economy

Global Economy

The global economy progressed on a slow but steady recovery path in FY 2024–25, though growth remained uneven and below pre-pandemic levels, weighed down by structural challenges, geopolitical tensions, and trade disruptions. According to the latest World Economic Outlook (WEO) published by the International Monetary Fund (IMF) in April 2025, the global GDP growth is projected to moderate to 2.8% in 2025, down from 3.3% in 2024. While this marks a deceleration from pre-pandemic norms, it reflects a phase of constrained expansion rather than outright contraction. The subdued growth outlook is shaped by a confluence of factors, including intensifying global trade frictions, policy uncertainty in major economies, and weakened consumer sentiment, particularly in advanced markets. Despite these headwinds, the global economy appears to be adjusting to long-term structural shifts with a degree of stability. Inflation is easing globally, supported by tighter monetary policies and softening commodity prices, with projections of 4.2% in 2025 and 3.5% in 2026.

Advanced Economies

Advanced economies are expected to remain on a low growth trajectory due to high debt, sluggish productivity, and demographic pressures. Growth in the United States is forecast to be moderate amid tighter financial conditions, while the Euro Area continues to face weak consumer demand and elevated energy costs.

Emerging Markets and Developing Economies (EMDEs)

Growth in emerging and developing economies has slowed down, with notable deceleration observed across a wide range of countries, including Brazil, China, Mexico, South Africa, Argentina, Hungary, Colombia, and Türkiye. Elevated debt burdens and weakening currencies are fueling inflationary pressures and further narrowing the space for effective monetary intervention. At the same time, tighter global financial conditions and waning investor confidence are exacerbating macroeconomic vulnerabilities.

Outlook

The global economy is projected to maintain steady growth in the coming years, with GDP expected to rise by 2.8% in both 2025 and 3.0% in 2026, supported by strong performances from the U.S. and major emerging markets. Advanced economies will likely experience stable growth, with projections of 1.4% in 2025 and 1.5% in 2026. The U.S. is expected to see growth peak at 1.8% in 2025 before tapering off to 1.7% by 2026, largely due to changes in the labor market and slowing consumer spending. In contrast, Emerging Markets and Developing Economies is projected to grow of 3.7% in 2025 and 3.9% in 2026.

Global inflation is anticipated to continue its downward trajectory, reaching 4.2% in 2025 and 3.5% by 2026. However, some regions may continue to face inflationary challenges, resulting in monetary policy divergence. While many central banks will reach their inflation targets by mid-2025, some will maintain tighter measures to manage persistent price pressures. The transition to cleaner energy presents both opportunities and challenges, particularly for resource-dependent economies, while the increasing frequency of extreme weather events poses a threat to agricultural productivity and broader economic stability.

Source: [*IMF World Economic Outlook, April 2025*](#)

Management's Discussion and Analysis

Indian Economy

Amid a turbulent world economic landscape, the economy of India demonstrated its strength, growing at 6.5% in FY 2024-25. Backed by sustained rural demand, favourable monsoon and declining inflation, the economy remained one of the fastest growing large economies in the world. This sustained growth reflects the resilience of the country's economic fundamentals, driven by favorable policy support, a dynamic services sector, and increasing domestic consumption.

Although rural demand remained robust, urban consumption moderated during the year. The headline CPI inflation averaged 4.6%, remaining within the RBI's target range and enabling a follow-up 100 basis-point reduction in the repo rate till June 2025, to 5.5%. The RBI's policy pivot to an accommodative stance was crucial in maintaining growth momentum. However, in light of the prevailing geopolitical turbulences, the central bank has now switched to a neutral stance to assess the impact of inflation.

The government's focus on infrastructure, both physical and digital, along with reforms such as 'Make in India' and the Production-Linked Incentive (PLI) scheme, continues to drive the country's economic growth. The services sector is poised to maintain strong momentum, with an anticipated growth rate of 7.2%, supported by growth in key segments like financial services, real estate, professional services, and public administration. Additionally, India's ranking as the fifth-largest economy globally by nominal GDP and the third largest by purchasing power parity (PPP) highlights its growing economic significance.

Outlook

Moving forward, India's economic outlook appears positive, with the country surpassing Japan to become the fourth largest economy in the world. The nation is projected to sustain the growth momentum at 6.5% for FY 2025-26. This growth momentum is expected to be fuelled by growing foreign investment, consistent decline in inflation, enhanced industrial performance and revival of consumer spending. Policies by the government aimed at encouraging Foreign Direct Investment (FDI) and enhanced public capital expenditure are expected to further fuel indigenous industries.

With easing inflationary pressures, consumption is envisioned to showcase a stronger rebound. The monetary policies of the RBI, coupled with income tax relief for salaried employees, will further heighten spending.

India's economic trajectory remains firmly anchored to its long-term development blueprint - Viksit Bharat @2047 - which envisions transforming the country into a fully developed economy by the centenary of independence. At the core of this vision is the aspiration to become a US\$ 30 Trillion economy by 2047, driven by inclusive growth, technological advancement, and infrastructure-led transformation.

The government's continued focus on capital spending, fiscal discipline, and enhancing business and consumer confidence will foster an environment conducive to investment and consumption growth. Programs such as Make in India 2.0, Ease of Doing Business reforms, and the PLI scheme are expected to boost manufacturing, exports, and infrastructure, positioning India as a global manufacturing hub.

(Source: [RBI Bulletin](#), [PIB](#), [Monetary Policy Report](#))

Management's Discussion and Analysis

Industry Overview

Global Food Processing Industry:

The global food processing industry is experiencing strong growth in 2025, driven by rising consumer demand for convenience foods, innovative processing technologies and shifting health preferences. The market size is projected to reach USD 273.39 billion by 2031 growing at a compound annual growth rate of 7%. Growth is strongest in the Asia-Pacific region, with CAGR 9% CAGR, driven by rapid urbanization and increasing disposable incomes, while North America and Europe maintain significant shares with steady expansion.

Key trends shaping the industry include the surge in plant-based foods, adoption of sustainable "green" food processing practices, automation and AI integration and a focus on clean labelling and transparency. Companies are investing in advanced technologies such as high-pressure processing, vacuum packaging and robotics to improve efficiency, enhance food quality and improve safety measures. Increased awareness of nutrition and food safety, accelerated by the pandemic, continues to drive reformulation and innovation.

The regulatory environment remains complex, with stricter standards and rising compliance costs. Sustainability and ethical sourcing are becoming industry priorities, prompting the use of blockchain and traceability tools. Overall, the sector's outlook is positive, with evolving consumer preferences and technological advancements setting the pace for long-term growth and transformation.

Source :

<https://www.cognitivemarketresearch.com/food-processing-food-market-report>

<https://www.startus-insights.com/innovators-guide/food-processing-industry-trends/>

<https://www.globenewswire.com/news-release/2025/03/24/3047642/28124/en/Food-Processing-Market-Research-2025-2033-Global-Revenues-Forecast-to-Grow-from-162-9-Billion-in-2024-to-299-7-Billion-by-2033-at-a-CAGR-of-7.html>

Indian Food Processing Industry:

India's food processing industry will reach a market size of USD 389 billion in 2025, positioning itself as one of the largest and fastest-growing sectors globally. The industry is forecast to expand to USD 700 billion by 2030, growing at compound annual growth rate of 12.5%. It contributes nearly 9% to the agricultural gross value added and supports over 7 million jobs throughout its value chain. The sector is powered by India's strong agricultural base, being the world's largest producer of milk, pulses and fruits which enables consistent supply of raw materials for processing and export.

Key growth drivers include rising urbanization, increasing disposable incomes and a demographic shift, with 65% of the population under 35 driving demand for convenience and ready-to-eat foods. Digitalization, Agri-tech solutions and organized retail are transforming supply chains, thereby reducing inefficiencies and increasing access to high-quality products. The government's supportive initiatives, such as the Pradhan Mantri Kisan Sampada Yojana and Production Linked Incentive schemes, continue to attract significant investment and facilitate infrastructure development, including mega food parks and cold chain networks.

Sources:

<https://www.pmfias.com/indias-food-processing-industry/>

<https://www.deloitte.com/in/en/about/press-room/india-bets-big-on-the-food-processing-sector.html>

Management's Discussion and Analysis

Global Starch Industry

The global starch derivatives industry is on a strong growth trajectory, with the market expected to reach around US \$69.92 billion in 2025, supported by a CAGR of approximately 5% in the near term. Starch derivatives—produced through physical, enzymatic, or chemical modification of starch—offer enhanced stability, texture, and functionality, and are available in both dry and liquid forms. Key product categories include glucose syrup, modified starch, maltodextrin, hydrolysates, and cyclodextrin, derived primarily from corn, cassava, potato, and wheat.

These versatile ingredients are used for thickening, binding, sweetening, stabilizing, and process enhancement across sectors such as food and beverages, pharmaceuticals, personal care, paper and pulp, and other industrial applications. Global demand is being shaped by rising consumer preference for convenience foods, growth in processed food exports, and increasing adoption in industrial uses such as adhesives, sizing agents, and bio-based plastics. Technological advancements—particularly in enzyme-based processing and energy-efficient drying systems—are further boosting production efficiency and lowering operational costs.

Asia-Pacific, led by China and India, remains the largest market, supported by demand for functional and clean-label products and cost-efficient manufacturing. Europe follows with strong uptake in food and beverage applications. A key growth driver is the sustained global appetite for convenience and processed foods, which rely on starch derivatives to enhance texture, stability, and shelf life. At the same time, the industry is responding to health and wellness trends, with starch derivatives increasingly used in dietary and medical formulations for benefits such as improved glycemic control, reduced fat absorption, and lower calorie content.

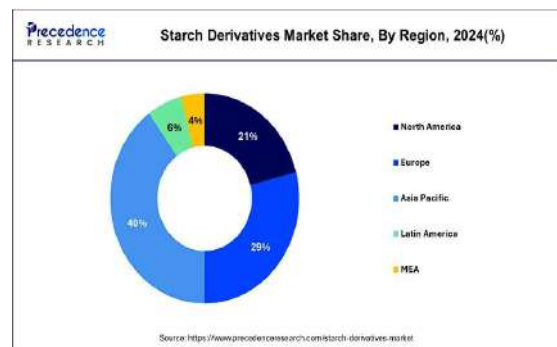
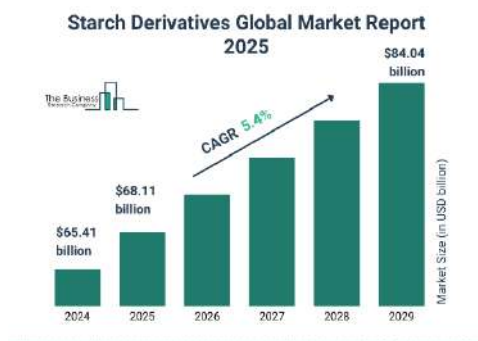
These dynamics highlight the strategic importance of starch derivatives—not only in traditional food and pharmaceutical sectors, but also in enabling innovation across a growing range of multifunctional applications in both food and non-food industries.

Outlook

The starch derivatives market is forecast to expand from US \$69.92 billion in 2025 to US \$84.04 billion by 2029, reflecting a CAGR of 5.4%. Growth will be driven by deeper penetration into processed food, pharmaceuticals, personal care, and emerging areas such as biodegradable packaging and biofuel production. The rising shift toward plant-based and sustainable ingredient solutions will also accelerate demand.

To capture these opportunities, industry players are expected to increase R&D investments and form strategic partnerships aimed at delivering tailored, high-performance starch derivatives. This includes the development of resistant starch variants that combine functional performance with health benefits. With consumer demand for convenience, sustainability, and health-focused ingredients continuing to rise, the starch derivatives sector is well-positioned for long-term growth and margin stability.

Management's Discussion and Analysis



Source:

[Global Starch Derivatives Market Size Report 2025, Forecast 2034](https://www.precedenceresearch.com/starch-derivatives-market)

<https://www.precedenceresearch.com/starch-derivatives-market>

Indian Starch Industry

The Indian starch industry continues to expand steadily, supported by strong demand from the food & beverage, textile, paper, pharmaceutical, and biodegradable packaging sectors. Maize starch remains the dominant segment, with India ranking among the largest producers in Asia. The domestic starch and starch derivatives market is projected to reach approximately US \$3.45 billion in 2025.

Starch derivatives—produced from raw materials such as corn, wheat, and tapioca—include glucose syrup, modified starch, maltodextrin, hydrolysates, and cyclodextrin. These ingredients enhance stability, texture, and functionality, finding applications across diverse sectors including food and beverages, pharmaceuticals, personal care, textiles, paper, packaging, and bioethanol production. Abundant domestic maize availability provides a competitive cost advantage, enabling expansion into higher-value derivative segments.

In FY 2024–25, the sector witnessed capacity expansions and increased automation to cater to both domestic and export demand. However, it also faced headwinds from fluctuations in maize prices, elevated energy costs, and global freight rate volatility. Despite these challenges, structural growth drivers remain intact, led by policy support and evolving consumer preferences. Ethanol blending mandates, growing demand for clean-label ingredients, and government incentives for starch-based bioplastics are creating strong tailwinds. The expansion of the processed food industry, the rise of the pharmaceutical sector, and the shift toward sustainable packaging solutions are further boosting demand for functional starch derivatives. India's integrated supply chain, supported by both traditional and modern processing capacities, strengthens its long-term competitiveness.

Outlook

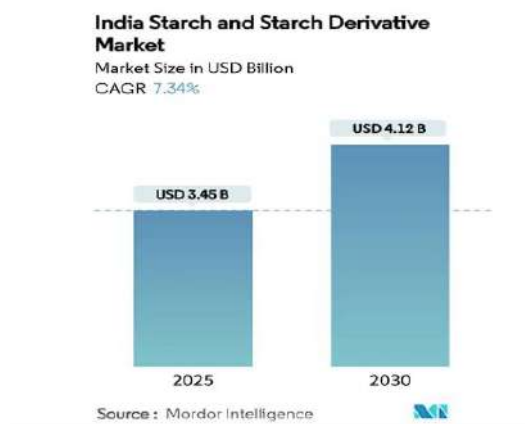
The Indian starch market is forecast to grow from US \$3.45 billion in 2025 to US \$4.12 billion by 2030, maintaining healthy momentum. Growth will be driven by rising penetration in processed food categories, greater adoption in pharmaceuticals, personal care, and industrial applications, and scaling of bio-based materials such as starch-derived adhesives for sustainable packaging. Modified starches are expected to lead the expansion, supported by their versatility, clean-label alignment, and performance benefits in both food and industrial uses.

Management's Discussion and Analysis

Emerging opportunities are also expected in specialty derivatives such as cyclodextrins for advanced pharmaceutical drug delivery and resistant starches for health-focused foods. The medium-term outlook is further underpinned by:

- Increasing use of modified starches in food processing and pharmaceutical sectors.
- Rising demand from emerging applications including biodegradable films and sustainable packaging.
- Government initiatives promoting agro-processing and value addition in maize cultivation.

As demand for sustainable, functional, and performance-enhancing ingredients grows, Indian manufacturers are likely to step up R&D investments and expand product portfolios. With strong market fundamentals, a favorable policy environment, and a competitive cost base, the Indian starch derivatives industry is well-positioned to deliver sustained growth and value creation over the medium to long term.



Source:

<https://www.mordorintelligence.com/industry-reports/india-starch-and-starch-derivative-market>

Management's Discussion and Analysis

Outlook for FY26

The outlook for the Indian starch industry remains positive, underpinned by steady demand across diverse end-use sectors. Domestically, robust economic fundamentals (GDP growth ~6.5% in FY2025 with easing inflation to multi-year lows) have sustained consumer demand. This translates into healthy growth for starch consumption in food, pharmaceutical, paper, textile, and packaging segments. In particular, rising urbanization and lifestyle changes are driving greater use of starch in convenience foods and ready-to-eat products, while health-conscious consumers' preference for clean-label and non-GMO ingredients is spurring innovation in specialty starches and fortified foods. Starch remains a versatile ingredient across industries – as these sectors expand, demand for starch is expected to grow in tandem.

Globally, supply chain realignments and a shift toward plant-based raw materials are creating new export opportunities for Indian starch manufacturers. India has emerged as a major starch exporter, benefiting from competitive raw material costs and a reliable production base. In 2023, India's maize starch exports surged to ~584,000 tons (US\$256 million), marking a 22% increase over the prior year and reaching record highs. India is now the world's largest corn starch exporter, accounting for roughly 17.4% of global maize starch export value. This export momentum is expected to continue, supported by rising international demand in food processing, pharmaceuticals, textiles, and paper sectors and India's cost advantage. However, the Company remains vigilant toward global economic uncertainties – for instance, currency movements or shifts in trade policies can impact export realizations and demand elasticity.

On the policy front, the operating environment is favorable. The government's continued focus on agro-processing is evidenced by incentives for value addition in maize-based products, increased budgetary support, and investment in rural infrastructure. Notably, the Ministry of Food Processing's budget for 2024-25 was hiked by over 30%, aiming to boost food processing capabilities nationwide. Flagship schemes like Pradhan Mantri Kisan Sampada Yojana (PMKSY) and the Production-Linked Incentive (PLI) program for food processing are further catalyzing capacity expansion and technology adoption in the sector. These efforts have begun to bear fruit in terms of higher value-addition – processed food now constitutes about 23.4% of India's agri-food exports, up from ~13.7% a decade ago. Technological advancements are also reinforcing industry prospects: starch producers are increasingly deploying enzymatic processing, automation, and energy-efficient equipment to improve yields and cost efficiency. Such innovations not only enhance competitiveness but also enable the development of new starch derivatives and specialty products tailored to emerging market needs.

Meanwhile, evolving consumer and regulatory trends around sustainability are influencing the industry. There is a growing global and domestic emphasis on eco-friendly products, which is accelerating demand for starch-based bioplastics and packaging solutions. The starch-based bioplastics packaging market, for example, is projected to grow at roughly 8.6% CAGR, more than doubling from USD 18.1 billion in 2025 to USD 41.5 billion by 2035, driven by environmental concerns and stricter plastic waste regulations. India's policy landscape reflects these priorities: the government has banned certain single-use plastic items and, as of 2025, even allowed recycled PET in food packaging to promote circular economy practices. Such measures are expected to further boost the adoption of starch-based alternatives in packaging and other applications. At the same time, the industry must navigate challenges like volatile maize prices due to erratic monsoons and climate change, as well as competition from synthetic alternatives in some applications. Additionally, compliance with stringent food safety and environmental norms remains an ongoing commitment – meeting standards set by regulators (e.g. FSSAI and pollution control boards) necessitates continuous monitoring and investment in quality control and sustainability initiatives. Despite these challenges, the overall

Management's Discussion and Analysis

macroeconomic and policy context – marked by stable input supply, supportive government initiatives, and sustainability-driven market shifts – bodes well for the starch industry's medium-term growth.

Sanstar Ltd. is well-positioned to capitalize on these favorable trends while mitigating the associated risks. The Company remains committed to operational efficiency and cost optimization to protect margins in the face of raw material volatility. A strategy of product diversification is being pursued to cater to high-growth segments such as modified starches for pharmaceuticals, biodegradable packaging materials, and specialty food ingredients. Continuous investment in R&D and innovation is core to this strategy, enabling Sanstar to develop value-added starch derivatives and improve process yields. Equally, the Company has embedded sustainability into its growth plans – initiatives like water recycling, renewable energy use, and waste-to-value programs not only reduce environmental risk but also align with customers' sustainability expectations. Furthermore, digital integration of processes (from supply chain management to production monitoring) is underway to enhance agility and traceability, thus strengthening Sanstar's competitive advantage. These proactive measures, combined with the tailwinds of a growing market, are expected to support the Company's long-term growth and shareholder value creation.

Immediate Focus areas include:

- Adoption of energy-efficient equipment to reduce operating costs
- Development of high-value modified starches for niche applications
- Expansion of export footprint in Asia-Pacific and Middle East markets
- Strengthening supply chain resilience through diversified sourcing

While the medium-term prospects are positive, the Company remains cautious of factors such as commodity price volatility, global demand fluctuations, and currency movements.

Sources:

- <https://www.deloitte.com/us/en/insights/topics/economy/asia-pacific/india-economic-outlook.html>
- <https://spacgroup.com/maize-starch-prices-in-2025-trends-market-demand-what-buyers-need-to-know/#:~:text=pharmaceuticals%2C%20and%20textiles.is%20expected%20to%20rise%20sharply>
- <https://www.indexbox.io/blog/india-maize-starch-exports-2023/#:~:text=In%202023%2C%20the%20amount%20of,growth%20in%20years%20to%20come>
- https://trendeconomy.com/data/commodity_h2/110812#:~:text=%2A%20India%20,6.08%25%20%28%2488%20million
- <https://www.foodtechbiz.com/processing/year-end-review-2024-achievements-and-initiatives-of-the-ministry-of-food-processing-industries#:~:text=Enhanced%20Budget%20Allocation%3A>
- <https://www.futuremarketinsights.com/reports/starch-based-bioplastics-packaging-market#:~:text=The%20starch%20based%20bioplastics%20packaging,share%20in%202025>
- <https://foodpackagingforum.org/news/2025-regulatory-and-waste-management-updates-from-south-and-southeast-asia#:~:text=Effective%20March%2028%2C%202025%2C%20Food,FPF%20reported>

Management's Discussion and Analysis

Opportunities and Threats

Sanstar continuously evaluates its operating environment to capitalize on opportunities while managing threats:

Opportunities

- **Strong Domestic Market Growth:** The Indian starch and starch derivatives market is projected to grow from USD 3.45 billion in 2025 to USD 4.12 billion by 2030 (CAGR 7.34%). Native starch demand is expected to rise from 6.4 million tonnes in 2023 to 11.1 million tonnes by 2032 (CAGR 6.31%), while the corn starch market alone is estimated to reach USD 4.76 billion by 2030 (CAGR 5.2%).
- **Diverse and Expanding Applications:** Starch and its derivatives are seeing increased use across food processing, pharmaceuticals, textiles, paper, packaging, adhesives, cosmetics, bioethanol, and bioplastics. Global tapioca starch demand is also growing, particularly in gluten-free foods, processed foods, and biodegradable packaging (CAGR 5.1% from 2025–2031).
- **Export Potential:** Rising global demand for plant-based, clean-label products and India's cost competitiveness are opening new export opportunities. For example, Madhya Pradesh recorded a 48% growth in starch exports in FY 2024–25, reaching ₹247 crore.
- **Sustainability and Clean-Label Trends:** Consumers are increasingly opting for natural, clean-label ingredients and eco-friendly packaging. This shift is driving demand for starch-based alternatives such as biodegradable plastics and sustainable packaging materials.
- **Government Policy Support:** Incentives for agro-based industries, infrastructure development in rural areas, and schemes promoting value addition in maize and other crops are fostering a supportive environment. Policies promoting bioethanol are also increasing corn demand, potentially creating synergies for the starch sector.
- **Innovation and Technology Adoption:** Growing demand for functional foods, fortified products, and specialty starches is driving R&D investment. Advances in starch modification (e.g., resistant, cationic, pre-gelatinized types) enhance texture, stability, and shelf life. Adoption of enzymatic processing, energy-efficient machinery, and digital process monitoring improves yields, reduces costs, and enhances competitiveness.

Threats

- **Raw Material Price Volatility:** Maize and other key raw materials are subject to seasonal and climatic fluctuations, leading to cost volatility and margin pressures.
- **Competitive Pressures:** Intense competition from domestic players and imports, as well as substitutes (synthetic or other plant-based binders), can impact pricing power and market share.
- **Regulatory Compliance:** Stringent regulations on food safety, environmental controls, and quality standards demand continuous compliance effort and investment in upgraded systems and processes.
- **Climate Change Impact:** Erratic rainfall patterns and extreme weather events due to climate change are affecting crop yields and input supply stability over time.

Management's Discussion and Analysis

- **Global Trade Dynamics:** Currency fluctuations, export restrictions, and changes in international trade policies can influence industry competitiveness and export profitability.
- **Technological Obsolescence:** Rapid advancements in processing technology may render existing production facilities or methods less efficient if they are not periodically upgraded.

Risk Management

Risk Name	Risk Description	Risk Mitigation
Water Management Risks	As a finite resource, water scarcity can pose a significant risk to business operations.	The Company regularly recycles and reuses treated water, substantially reducing groundwater withdrawal. Treated water is also supplied for irrigation, supporting resource conservation and promoting sustainable usage.
Environmental Risk	Environmental factors, including climate variability, may impact operations and supply chains.	The Company adopts sustainable practices such as water conservation, use of renewable energy, carbon footprint reduction, waste management, and tree plantation initiatives.
Raw Material Risk	Maize, being an agricultural product, is highly susceptible to climate change. Extreme weather events, such as droughts, floods, and heatwaves, can disrupt production, leading to supply shortages and higher costs.	The Company follows an effective maize procurement policy to ensure consistent supply of quality corn while mitigating climate-related risks. Storage facilities are strategically located near manufacturing plants to reduce transportation emissions. An ecosystem has been developed where hundreds of maize farmers deliver directly to the factory, ensuring steady supply at competitive rates.
Competition Risk	Intense competition in the agro-processing and export industry may affect market share and pricing power.	The Company focuses on superior quality standards, strong relationships with customers and suppliers, and continuous investment in research and development to maintain a competitive edge.

Management's Discussion and Analysis

Technology Risk	Technological disruptions or failures could affect operations and supply chain dynamics.	The Company invests substantially in technology infrastructure to build operational resilience. A robust disaster recovery and business continuity plan is in place to minimise the impact of technological disruptions.
Currency Risk	Currency fluctuations can impact revenue and profitability, particularly export earnings.	The Company mitigates this risk through hedging mechanisms, including forward contracts.
Geopolitical Risk	Political instability, regulatory changes, wars, and trade disputes may disrupt operations, increase costs, and limit market access.	The Company diversifies its supplier and customer base to reduce dependency on volatile regions and continuously monitors geopolitical developments to assess potential impacts.
Regulatory Risk	Changes in government policies, rules, or regulations may adversely affect operations.	The Company actively monitors regulatory changes and adapts its operations accordingly, supported by a strong compliance programme to ensure adherence to all applicable regulations and standards.
Supply Chain Risk	Disruptions in logistics, transportation, or warehousing may impair the ability to deliver products to customers.	The Company strengthens supply chain resilience through multi-sourcing of raw materials, improved warehouse management, and the use of technology to optimise logistics.
Natural Calamities	Natural disasters such as floods, droughts, or earthquakes may disrupt operations and supply chains.	The Company has a comprehensive disaster management plan and invests in infrastructure to minimise disruption and enhance preparedness for natural calamities.

Material Developments in Human Resources / Industrial Relations

The success of the Company is largely attributed to its workforce, which is highly valued for its strategic importance. The Company is committed to empowering employees to improve organizational efficiency while cultivating a corporate culture centered on self-motivation and teamwork. It strives to create a work environment that promotes both professional and personal growth. The Company places great importance on the quality of its human resources

Management's Discussion and Analysis

and believes that continuous skill development is crucial to strengthening and enhancing the talent pool. Employees are periodically sent to seminars and workshops organized by external institutions to stay abreast of the latest technological advancements in industry.

As of March 31, 2025, the Company employed 76 number of employees. Training programs were held in the following areas:

- Safety measures
- Quality control and food safety (HACCP, GMP)
- Energy conservation and process optimization

Industrial relations were amicable throughout the year across all employee levels.

Discussion On Financial Performance with Respect to Operational Performance

Financial Performance (Rs. in Millions)

Particulars	FY 2024-25	FY 2023-24
Revenue from operations	9534.23	11101.04
Other income	180.31	144.11
Total income	9714.54	11245.15
Total Expenses	9164.28	10347.92
Profit before tax (PBT)	550.26	897.23
Total Tax Expenses	112.27	229.57
Profit after tax (PAT)	437.99	667.66
Basic and Diluted Earnings Per Share (EPS) (In ₹)	2.58	4.75

Key Financial Ratios

Sr. No.	Ratio	For the year ended March 31, 2025	For the year ended March 31, 2024	Variance % (31 March 2024 and 31 March 2025)	Reason for variance
1	Current Ratio	8.99	1.44	526%	Current ratio has improved on account of increase in cash and bank balances. The cash and bank balances are higher on account of the proceeds received from fresh issue of shares.

Management's Discussion and Analysis

2	Debt Equity Ratio	0.04	0.50	-92%	Debt-Equity ratio has improved on account of repayment of debt during the year from proceeds received from fresh issue of shares.
3	Debt Service Coverage Ratio	2.15	4.33	-50%	Debt service coverage ratio has decreased on account of repayment of debt during the year from proceeds received from fresh issue of shares.
4	Return on Equity %	9.59%	30.70%	-69%	variance on account of reduction in profit during the year while increase in shareholder equity on account of the proceeds received from fresh issue of shares.
5	Inventory Turnover Ratio	9.93	11.76	-15%	N.A.
6	Trader Receivable Turnover Ratio	8.65	7.92	9%	N.A.
7	Trade Payable Turnover Ratio	11.36	14.27	-20%	N.A.
8	Net Capital Turnover Ratio	3.88	15.19	-74%	variance on account of increase in working capital during the year on account of the proceeds received from fresh issue of shares.
9	Net Profit %	4.59%	6.17%	-26%	variance on account of reduction in sales during the year
10	Return on Capital Employed	22.42%	25.31%	-11%	N.A.
11	Return On investment	12.16%	19.56%	-38%	Return on Investment has reduced on account of fixed deposits made at the end of the year.

Internal Control Systems and Their Adequacy:

Management's Discussion and Analysis

The Company has established robust internal control systems that are appropriate for the size, nature, and complexity of its business operations. These systems are designed in line with the principles of good governance and ensure accurate transaction recording and reporting, protection of assets, and safeguarding against unauthorized use, disposal, or misappropriation of funds. The internal auditors play a key role in evaluating and reviewing the effectiveness of these controls, proactively recommending improvements to strengthen them.

These internal controls are further reinforced by well-documented policies and procedures, which offer reasonable assurance regarding the reliability of financial and operational information. They also address fraud prevention, compliance with applicable laws and regulations, and adherence to internal policies. To ensure the continued effectiveness of the internal control framework, the Audit Committee of the Board regularly reviews the internal audit reports. The management team and the statutory auditors also review these findings and take appropriate corrective actions where necessary.

Cautionary statement:

This Management Discussion and Analysis report contains forward-looking statements, which include predictions, expectations, projections or estimates regarding the Company's future objectives. These statements are based on certain assumptions and expectations about future events. However, actual results may differ from these projections due to various factors, including changes in government regulations, tax laws and other applicable statutes. Additionally, unforeseen events such as force majeure could impact the actual outcomes. It is important for readers to understand that these statements are made in the context of current assumptions and may not accurately reflect future results.

**For and on behalf of the Board of Directors
Sanstar Limited**

Mr. Gouthamchand Sohanlal Chowdhary
Chairman and Managing Director
DIN: 00196397

Mr. Sambhav Gautam Chowdhary
Joint Managing Director
DIN: 01370802

Date: 14th August, 2025

Place: Ahmedabad

INDEPENDENT AUDITOR'S REPORT

To the Members of

Sanstar Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Sanstar Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the financial statements).

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, and the profit and total comprehensive income, the 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 Responsibility 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 Companies Act, 2013 and the Rules made 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 audit opinion on the Financial Statements.

Key Audit Matter

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. For each matter below, description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Inventory Valuation As at the reporting date, the Company held inventories amounting to ₹559.25 million, comprising raw materials, work-in-progress, and finished goods, which represent a material portion of the total assets. Inventories are carried at the lower of cost and net realizable value in accordance with the accounting policies stated in Note XV to the financial statements.	Our Audit procedures included, among others: ➤ Understanding and evaluating the internal controls and processes related to inventory valuation and cost allocation. ➤ Assessing the Company's inventory valuation policy and its compliance with Ind AS 2.

While the Company does not have any slow-moving or obsolete inventory based on its turnover and usage pattern, the valuation involves significant management judgment in areas such as cost allocation across production stages and estimation of net realizable value (NRV), particularly in the context of input cost fluctuations and competitive pricing in the industry. Accordingly, inventory valuation was considered a key audit matter due to the quantum of the balance and the level of judgment required in determining the cost and NRV.	➤ Testing the costing methodology, including absorption of overheads, through sample verifications and comparison with historical trends. ➤ Comparing selected NRV estimates with subsequent selling prices and market data to test their reasonableness. ➤ Performing inventory verification procedures and reconciling quantities with the general ledger. ➤ Reviewing the disclosures made in the financial statements for adequacy and accuracy. We identified no significant exceptions from these procedures.
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Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report namely Directors' Report, Annexures to Board Report, Management Discussion and Analysis, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Board report including Annexures to Board Report, Management Discussion and Analysis, Corporate Governance and Shareholder's Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 (Revised) 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Director's 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 with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Companies Act, 2013. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using

the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management
- Conclude on the appropriateness of the 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.
- 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 standalone 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 those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss including other comprehensive income, the statement of Change 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 Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to 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 matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, and according to the information and explanation given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 45 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the note 45 to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
 - v. The Company has neither declared nor paid any dividend during the year.
 - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the year ended 31st March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with. Additionally, the Audit trail has been preserved by the corporation as per statutory requirement 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 S.C. BAPNA & ASSOCIATES
Chartered Accountants
Firm's Registration No.115649W

Vijay Jain
Partner
M.Number:- 420795
UDIN:- 25420795BMGLAT4586
Place of signature:- Ahmedabad
Date:- May 30, 2025

“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)

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 Statements of **Sanstar Limited** (“the Company”) as at 31st March, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management and Board of Director’s Responsibility for Internal Financial Control

The Company’s Management and Board of Directors of the company 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 (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company’s internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

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

For S.C. BAPNA & ASSOCIATES
Chartered Accountants
Firm's Registration No.115649W

Vijay Jain
Partner
M.Number:- 420795
UDIN:- 25420795BMGLAT4586
Place of signature:- Ahmedabad
Date:- May 30, 2025

“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 best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any Intangible Assets. Hence, reporting under clause (i) (a)(B) of the Order is not applicable
- (b) The Company has a regular programme of physical verification of Property, Plant and Equipment so as to cover all the items once in every three years. In accordance with this programme, certain property, plant and equipment were physically verified during the year. In our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed) disclosed in the financial statements are held in the name of the Company, except for the following property:

Description of item of property	Gross Carrying Value	Title Deed held in the name of	Whether the title deed holder is promoter, director, relative of promoter /director employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Freehold land	₹ 2.51 Million	Sanstar Biopolymers Limited	The Erstwhile entity, Sanstar Biopolymer Limited, now Merged with the company with effect from 1 st April 2022.	Since FY 2003	The title deeds of Kutch land are currently held in the name of the erstwhile entity, Sanstar Biopolymers Limited, which was merged with the Company with effect from 1st April 2022. These properties were acquired and registered prior to the merger. The process for transferring the title deeds in the name of the Company is currently under consideration.

- (d) The Company has not revalued its Property, Plant and Equipment or Intangible Assets during the year. Hence, reporting under clause I(d) of the Order is not applicable.

- (e) No proceedings have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Hence, reporting under clause I(e) of the Order is not applicable.
- ii. (a) The inventories except for goods in transit were physically verified by the Management during the year. For goods-in transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of 5 crore, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to information and explanations given to us, and as disclosed in Financial Statements, the monthly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company of the respective months.
- iii. (a) During the year, the Company has not provided any loans or advances in the nature of loans, or given any guarantees, or provided any security to companies, firms, LLPs, or any other parties, except for a security deposit to a company towards office premises taken on rent.
- A) The Company has not provided any loans, guarantees, or security to subsidiaries, joint ventures, or associates during the year. Hence reporting under clause 3(iii)(a)(A) of the order is not applicable.
- B) During the year, the Company has provided a security deposit of ₹10 million to Sambhav Starch Products Private Limited, which is not a subsidiary, joint venture, or associate. The aggregate amount of such security provided during the year is ₹10 million, and the balance outstanding as at the balance sheet date is ₹10 million.
- (b) In our opinion, the investments made, guarantee provided, security given and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- (c) In respect of the loans and advances in the nature of loans, the company has not granted any loans during the year. Hence, reporting under clause 3 (iii) (c) of the order is not applicable.
- (d) In respect of loans and advances granted by the company, there are no amounts which are overdue for more than ninety days.
- (e) No loans granted by the Company which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans repayable on demand or without specifying any terms or period of repayment during the year. Accordingly, clause 3(iii)(f) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has neither accepted deposits from the public nor accepted any amount which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Rules made thereunder. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Act, for the business activities carried out by the Company.
- vii. According to information and explanation given to us, in respect of statutory dues:

- (a) The company is generally regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were outstanding as at 31st March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues that have not been deposited on account of disputes.
- viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year
- ix. (a) In our opinion the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared a wilful defaulter by any bank, financial institution, or government authority.
- (c) According to the information and explanations given to us, and on the basis of our audit procedures, the term loans outstanding during the year were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.
- (e) The Company has not taken funds from any entity or person to meet obligations of its subsidiaries, associates, or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- x. (a) In our opinion and according to the information and explanations given to us, moneys raised by way of initial public offer during the year, have been, prima facie, applied by the Company for the purposes for which they were raised. The total monies aggregating Rs. 3,615.39 million (net of issue expenses) raised during the year, a sum of Rs. 2,451.55 million was utilised by the Company for the purpose for which it was raised during the current year. Pending utilization, Rs. 1,163.84 million is temporarily invested in fixed deposits. The Company has not raised moneys by way of Initial Public Offer/ further public offer through debt instruments.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Act has been filed by Secretarial Auditor or us, 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) According to the information and explanations given to us, and based on our examination of the records of the company, there were no whistle-blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transaction with related parties and details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting statements.

- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports issued during the year and till the date of the audit report covering period upto 31st March, 2025.
- xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to obtain Certificate of Registration (CoR) for such activities from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the company during the year.
- xix. On the basis of the financial ratios disclosed in Note 51 to the Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act in compliance with the second proviso to sub section (5) of section 135 of the Act or special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For S.C. BAPNA & ASSOCIATES
Chartered Accountants
Firm's Registration No.115649W

Vijay Jain
Partner
M.Number:- 420795
UDIN:- 25420795BMGLAT4586
Place of signature:- Ahmedabad
Date:- May 30, 2025

SANSTAR LIMITED (CIN - L15400GJ1982PLC072555) Balance Sheet as at 31 March, 2025			
		Rs. in Millions	
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
Assets			
Non-Current Assets			
a) Property, Plant and Equipment	2	1915.08	2021.26
b) Capital work-in-progress	3	875.72	204.70
c) Financial Assets			
i. Investments	4	0.12	1.72
ii Other financial assets	5	36.65	12.96
d) Others Non-Current Assets	6	262.02	-
Total Non-Current Assets		3089.59	2240.64
Current Assets			
a) Inventories	7	559.25	1140.26
b) Financial Assets			
(i) Trade Receivables	8	1029.86	1175.13
(II) Cash and Cash Equivalents	9	1207.34	31.60
(III) Bank balance other than (II) above	10	935.41	19.80
(IV) Others financial assets	11	55.80	5.74
c) Current Tax Assets (Net)	12	41.33	-
d) Other Current Assets	13	656.70	662.47
Total Current Assets		4485.69	3035.00
Total Assets		7575.28	5275.64
Equity and Liabilities			
Equity			
a) Equity Share Capital	14	364.49	280.89
b) Other Equity	15	6226.92	2256.73
Total Equity		6591.41	2537.62
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	147.38	309.20
b) Deferred Tax Liabilities (Net)	17	337.72	317.46
Total Non-Current Liabilities		485.10	626.66
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	18	123.34	967.16
(ii) Trade Payables	19		
Total Outstanding dues of Micro Enterprises and small Enterprises		0.03	6.39
Total Outstanding dues of other than Micro Enterprises and small Enterprises		182.36	953.38
(iii) Other Financial Liabilities	20	61.64	16.06
b) Other current liabilities	21	66.98	34.80
c) Provisions	22	64.42	45.64
d) Current Tax Liabilities (Net)	12	-	87.93
Total Current Liabilities		498.77	2111.36
Total Equity And Liabilities		7575.28	5275.64
Summary of Material accounting policies	1		
The accompanying notes (1 to 52) are an integral part of the Financial Statement			
As per our report of even date attached For S C Bapna & Associates Chartered Accountants Firm Regn. No. 115649W			
For and on behalf of the Board of Directors SANSTAR LIMITED			
Vijay Jain	Gouthamchand Sohanlal Chowdhary	Sambhav Gautam Chowdhary	
Partner	(Chairman and Managing Director)	(Joint Managing Director)	
M.No. 420795	(DIN-00196397)	(DIN-01370802)	
UDIN: 25420795BMGLAT4586	Harishkumar Shishupaldas Maheshwary	Fagun Harsh Shah	
	(Chief Financial Officer)	(Company Secretary)	
Place: Ahmedabad	Place: Ahmedabad		
Date: 30/05/2025	Date: 30/05/2025		

SANSTAR LIMITED (CIN - L15400GJ1982PLC072555) Statement of Profit and Loss for the year ended 31 March. 2025			
			Rs. in Millions
Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from Operations	23	9534.23	11101.04
Other Income	24	180.31	144.11
Total Income		9714.54	11245.15
Expenses			
Cost of Material Consumed	25	7113.28	8329.30
Purchase of stock in trade	26	-	-
Changes in Inventories of Finished Goods, Stock-in-	27	-21.94	-66.78
Employee Benefit Expenses	28	230.23	219.58
Finance Costs	29	75.35	107.38
Depreciation and Amortization Expense	30	114.47	120.91
Other Expenses	31	1652.89	1637.53
Total Expense		9164.28	10347.92
Profit Before Tax		550.26	897.23
Tax Expense:	32		
Current Tax		81.63	166.87
Deferred Tax		19.69	62.70
Short/ (Excess) Provision for Tax		10.95	-
Total Tax Expenses		112.27	229.57
Profit for the year	(A)	437.99	667.66
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		2.28	-1.92
(b) Equity instruments through other Comprehensive Income		-0.05	0.11
Income tax relating to items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		-0.59	0.48
(b) Equity instruments through other Comprehensive Income		0.01	-0.03
Total Other Comprehensive Income / (Loss)	(B)	1.65	-1.36
Total Comprehensive Income	(A)+(B)	439.64	666.30
Earnings per Share - (Face value of Rs. 2 each)			
Basic and Diluted (in Rs.)	33	2.58	4.75
Summary of Material accounting policies	1		
The accompanying notes (1 to 52) are an integral part of the Financial Statement			
As per our report of even date attached For S C Bapna & Associates Chartered Accountants Firm Regn. No. 115649W For and on behalf of the Board of Directors SANSTAR LIMITED Gouthamchand Sohanlal Chowdhary (Chairman and Managing Director) (DIN-00196397) Sambhav Gautam Chowdhary (Joint Managing Director) (DIN-01370802) Vijay Jain Partner M.No. 420795 Harishkumar Shishupaldas Maheshwary (Chief Financial Officer) Fagun Harsh Shah (Company Secretary) UDIN: 25420795BMGLAT4586 Place: Ahmedabad Date: 30/05/2025 Place: Ahmedabad Date: 30/05/2025			

SANSTAR LIMITED			
Statement of Cash Flow			
Rs. in Millions			
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A.	Cash Flow From Operating Activities		
	Net Profit Before Tax as per Statement of Profit and Loss	550.26	897.23
	Adjustments For:		
	Depreciation and Amortisation Expenses	114.47	120.91
	Interest income	-135.68	-13.34
	Impairment allowance on financial/non-financial assets	4.74	2.13
	Excess provision no longer required written back	-4.34	-36.51
	Loss/(Profit) on disposal of property, plant and equipment (Net)	1.91	-10.17
	Unrealised foreign exchange (gain)/loss (Net)	-40.26	-48.20
	Finance Cost	75.35	107.38
	Operating Profit Before Working Capital Changes	566.45	1019.43
	Adjustment for changes in working capital		
	(Increase) / decrease in Inventories	581.01	-874.95
	(Increase) / decrease in Trade Receivables	185.53	-214.89
	(Increase) / decrease in Other Financial Assets	-3.73	32.83
	Increase / (decrease) in Trade Payables	-777.39	656.96
	(Increase) / decrease in Current Assets	5.77	-221.28
	Increase / (decrease) in Other Liabilities	32.18	-26.45
	Increase / (decrease) in Provision	18.78	7.83
	Increase / (decrease) in Other Financial Liabilities	-	-0.20
	Cash generated from operations	608.60	379.28
	Income Taxes paid (net of refunds)	-221.25	-82.47
	Net cash generated from operating activities	387.35	296.81
B.	Cash Flows From Investing Activities		
	Purchase of property, plant and equipment (including capital work-Redemption/(Investment) of Non-Current Fixed Deposits with Bank	-923.09	-413.24
	Redemption / (Investment) in Other Bank deposits	-21.12	0.01
	Proceeds from disposal of property, plant and equipment	-915.61	-16.04
	Proceeds/(Investment) from redemption	25.44	37.00
	Interest income	1.60	-0.20
		86.78	12.58
	Net cash generated from/(used in) investing activities	-1746.00	-379.89
C.	Cash Flows From Financing Activities		
	Proceeds from fresh issue of shares	3971.00	-
	Share issue expenses	-355.61	-
	Repayments of long term borrowings	-161.82	-33.61
	(Repayments) / Proceeds of short term borrowings	-843.82	192.97
	Finance cost paid	-75.35	-107.38
	Net cash flows generated from from financing activities (C)	2534.40	51.98

SANSTAR LIMITED			
Statement of Cash Flow			
Rs. in Millions			
	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
D.	Net increase in cash and cash equivalents (A+B+C)	1175.75	-31.10
E.	Cash & Cash Equivalents at the beginning of the year	31.60	62.70
F.	Cash and cash equivalents at end of the year	1207.34	31.60
	Component of Cash and Cash Equivalents		
	Cash on hand	1.85	0.58
	Balances with banks:		
	- in Current Accounts	5.50	0.34
	- in deposits with original maturity of less than three months	1200.00	30.68
	Cash and Cash Equivalents at the end of the year	1207.34	31.60
Notes:			
(1) The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS 7 on Cash Flow Statements notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).			
2. Reconciliation of Financial Liabilities (			
	Particulars	As at 31 March, 2025	As at 31 March, 2024
	Opening Balance as on 1st April	1276.36	1117.00
	(Outflow) of Non-current Borrowings	(161.82)	(33.61)
	Cash Inflow/ (Outflow) of current Borrowings	(843.82)	192.97
	Closing Balance as on 31st March	270.72	1276.36
As per our report of even date attached			
For S C Bapna & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		SANSTAR LIMITED	
Firm Regn. No. 115649W			
Vijay Jain		Gouthamchand Sohanlal Chowdhary	Sambhav Gautam Chowdhary
Partner		(Chairman and Managing Director)	(Joint Managing Director)
M.No. 420795		(DIN-00196397)	(DIN-01370802)
UDIN: 25420795BMGLAT4586		Harishkumar Shishupaldas Maheshwary	Fagun Harsh Shah
		(Chief Financial Officer)	(Company Secretary)
Place: Ahmedabad		Place: Ahmedabad	
Date: 30/05/2025		Date: 30/05/2025	

SANSTAR LIMITED
Statement of Changes in Equity

A. Equity Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
Issued, Subscribed and Paid up Capital		
Equity Shares face value of each fully paid up	2	2
No. of Shares	18,22,44,250	14,04,44,250
Balance at the beginning of the year (Rs. In Million)	280.89	280.89
Equity Shares issued on account of initial Public Offer during the year (Refer Note 49) (Rs. In Million)	83.60	-
Balance at the end of the year (Rs. In Million)	364.49	280.89

B. Other Equity

Rs. in Millions

Particulars	Reserves and Surplus						Other	Total
	Capital Reserve	Securities Premium	General Reserve	Capital Redemption	Retained Earnings	Revaluation Reserve	Comprehensive Income	
Balance as at 01/04/2024	16. 03	79. 55	604. 29	0.25	1189. 21	362. 47	4.92	2256. 73
Add : initial Public Offer of equity shares (Refer Note 49)		3887. 40						3887. 40
Less : Share issue Expense (Refer Note 49)		-355. 61						-355. 61
Less : Loss on Sale of Equity shares							-1.23	-1. 23
Add : Transferred from Revaluation Reserve					63. 96			63. 96
Less : Transferred to retained earning						-63. 96		-63. 96
Movement (Net) during the year					437. 98		1.66	439. 64
Balance as at 31/03/2025	16. 03	3611. 33	604. 29	0.25	1691. 14	298. 52	5. 35	6226. 92

March 31, 2024

Rs. in Millions

Particulars	Reserves and Surplus						Other	Total
	Capital Reserve	Securities Premium	General Reserve	Capital Redemption	Retained Earnings	Revaluation Reserve	Comprehensive Income	
Balance as at 01/04/2023	16. 03	79. 55	604. 29	0.25	521. 55	362. 47	6. 28	1590. 42
Total Comprehensive Income for the year					667. 66		-1.36	666. 30
Balance as at 31/03/2024	16. 03	79. 55	604. 29	0.25	1189. 21	362. 47	4. 92	2256. 73

Note (i):- Pursuant to a resolution passed at the general meeting of shareholders dated 28th November 2023 , The Company has approved sub-division of 1 (One) Equity Share of face value of Rs.10/- each into 5 (Five) Equity Shares of face value of Rs.2/- each. Accordingly, the Authorised Capital of Rs. 350 Million was subdivided from 3,50,00,000 Shares of face value of Rs. 10/- each to 17,50,00,000 equity shares of face value of Rs. 2/- each. Further the issued, subscribed and paid-up share capital of the Company was subdivided from 2,80,88,850 equity shares of face value of Rs.10 each to 14,04,44,250 equity shares of face value of Rs. 2/- each. The impact of sub-division of shares is retrospectively considered for the computation of earnings share as per the requirement of earnings share as per the requirement/ principles of Ind AS 33, as applicable.

As per our report of even date attached

For S C Bapna & Associates
Chartered Accountants
Firm Regn. No. 115649W

Vijay Jain
Partner
M.No. 420795

UDIN: 25420795BMGLAT4586

Place: Ahmedabad
Date: 30/05/2025

For and on behalf of the Board of Directors
SANSTAR LIMITED

Gouthamchand Sohanlal Chowdhary
(Chairman and Managing Director)
(DIN-00196397)

Sambhav Gautam Chowdhary
(Joint Managing Director)

Harishkumar Shishupaldas Maheshwary
(Chief Financial Officer)

Fagun Harsh Shah
(Company Secretary)

Place: Ahmedabad
Date: 30/05/2025

A. Company Information

Sanstar Limited is a Public Company incorporated under Companies Act, 1956 on 26 February 1982. It is classified as Non-govt company and is registered at Registrar of Companies, Ahmedabad. Sanstar Limited's Corporate Identification Number is (CIN) U15400GJ1982PLC072555. Its Email address is md@sanstar.in and its registered address is "SANSTAR HOUSE" NR. - PARIMAL UNDER BRIDGE, OPP. - SUVIDHA SHOPPING CENTRE, PALDI, AHMEDABAD GJ 380007, Gujarat, India. During the current financial year, the Company completed its Initial Public Offer (IPO) and accordingly the Company's equity shares got listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on July 26, 2024.

Sanstar is one of the largest corn wet millers in India having a diverse product portfolio of Maize Starches, Tapioca Starches, Modified Starches, Liquid Glucose, Malto Dextrin, High maltose Corn Syrup & many more.

The Board of directors approved the financial statements for the year ended 31st March, 2024 and authorised for issue on 30th May, 2025.

B. Basis of Preparation of Financial Statements**I. Statement of compliance:**

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) including the Companies (Indian Accounting Standards) Amendment Rules, 2019.

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

II. Basis of preparation and presentation:

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost 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. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

III. Use of estimates & Judgments

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make informed judgments, reasonable assumptions and estimates that affect the amounts reported balances of Assets and Liabilities, disclosures of contingent Liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements are in respect of the following:

- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies

IV. Current versus Non-Current Classification

The company presents assets and liabilities in the statement of Asset and Liability based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle;
- ii. Held primarily for the purpose of trading;
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle;
- ii. It is held primarily for the purpose of trading;
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

V. Foreign Currency Translation**(i) Functional and presentation currency:**

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Millions, with two decimals except as stated otherwise.

(ii) Transactions and Balances

Transactions in foreign currencies are initially recorded by the company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively)

(iii) Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item.

VI. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value as per Ind AS 113 at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognized in the Financial Statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

VII. Revenue recognition

The Company earns revenue primarily from sale of Maize Starch Tapioca Starches, Modified Starches, Liquid Glucose, Malto Dextrin, High maltose Corn Syrup & many more. The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue from contract with customers is recognized upon transfer of control of promised products to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ products. To recognize revenues, the Company applies the following five-step approach:

- (i) Identify the contract with a customer,
- (ii) Identify the performance obligations in the contract,
- (iii) Determine the transaction price,
- (iv) Allocate the transaction price to the performance obligations in the contract, and
- (v) Recognize revenues when a performance obligation is satisfied.

1. Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts & incentives and volume rebates. It includes applicable taxes.

2. Interest income

For all financial instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

3. Dividends

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

4. Other Income

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

VIII. Government Grant

The Company recognises grant as income when there is a reasonable assurance that the Company will comply with all necessary conditions attached to them and the grant will be received in accordance with Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance. The Company is entitled to certain non-refundable subsidies from government in respect of manufacturing units located in specified regions which are measured at amounts receivable from the government.

The Company has received refundable government loans at below-market rate of interest which are accounted in accordance with the recognition and measurement principles of Ind AS 109, Financial Instruments. The benefit of below-market rate of interest is measured as the difference between the initial carrying value of loan determined in accordance with Ind AS 109 and the proceeds received.

Income from such benefits is recognised on a systematic basis over the period in which the related costs that are intended to be compensated by such grants are recognised.

Presentation:

Income from the above grants and subsidies are presented under Revenue from Operations

IX. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that a company incurs in connection with the borrowing of funds.

X. Export Benefits

Duty free imports of raw materials under advance license for imports, as per the Foreign Trade Policy, are matched with the exports made against the said licenses and the net benefits / obligations are accounted by making suitable adjustments in raw material consumption.

XI. Taxes

Tax expenses comprise of current and deferred tax:

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the entity operates and generates taxable income.

Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their corresponding carrying amounts for the financial reporting purposes.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

- (a) deductible temporary differences;
- (b) the carry forward of unused tax losses; and
- (c) the carry forward of unused tax credits.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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

XII. Leases

Company as a lessee

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

XIII. Employee Benefits

(a) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

(b) Post-Employment Benefits:

Defined Benefit Plans:

The cost of the defined benefit plans and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(c) Long-term employee benefits

Post-employment and other employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

XIV. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at acquisition cost of the items. Acquisition cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

An item of spare parts that meets the definition of 'property, plant and equipment' is recognized as property, plant and equipment. The depreciation on such an item of spare part will begin when the asset is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. In case of a spare part, as it may be readily available for use, it may be depreciated from the date of purchase of the spare part.

Capital work in progress is stated at cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment.

Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated to allocate the cost of assets, net of their residual values, over their estimated useful lives. Components having value significant to the total cost of the asset and life different from that of the main asset are depreciated over its useful life. However, land is not depreciated. The useful lives so determined are as follows:

Assets	Estimated useful life
Lease hold land	Lease term (99 years)
Buildings	3 to 30 years
Plant and machinery	5 to 30 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles	8 years
Computer	3 years
Electrical Equipment	10 years

Depreciation on fixed assets has been provided in the accounts based on useful life of the assets prescribed in Schedule II to the companies Act, 2013 based on Straight Line Method..

Depreciation on additions is calculated on pro rata basis with reference to the date of addition.

Depreciation on assets sold/ discarded, during the period, has been provided up to the preceding month of sale / discarded.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

XV. Inventories

Inventories are valued at the lower of cost and net realizable value.

- (i) **Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. **Cost is determined on cost.** Cost is determined based on **First in First Out Method.**
- (ii) **Finished goods and work in progress:** cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. **Cost is determined on lower of cost or net realizable value.** Cost is determined based on **First in First Out Method.**
- (iii) **Stores and spares:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. **Cost is determined on Cost basis.** An item of spare parts that does not meet the definition of 'property, plant and equipment' has to be recognized as a part of inventories.
- (iv) **By- Products:** At net realisable value

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

XVI. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

(a) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

(b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

1. Financial assets at amortised cost (debt instruments)
2. Financial assets at fair value through other comprehensive income (FVTOCI) (debt instrument)
3. Financial assets at fair value through profit or loss (FVTPL)
4. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(c) Financial assets at amortised cost (debt instruments)

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

1. **Business Model Test:** The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
2. **Cash Flow Characteristics Test:** Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

(d) Financial assets at fair value through other comprehensive income (FVTOCI) (debt instrument)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

1. **Business Model Test:** The objective of financial instrument is achieved by both collecting contractual cash flows and selling the financial assets; and
2. **Cash Flow Characteristics Test:** The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

(e) Financial assets at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(f) Financial assets designated at fair value through OCI (equity instruments)

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(g) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

1. The contractual rights to cash flows from the financial asset expires;
2. The Company transfers its contractual rights to received cash flows of the financial assets and has substantially transferred all the risk and rewards of ownership of the financial assets;
3. The Company retains the contractual rights to receive cash flows but assumes a contractual obligations to pay the cash flows without material delay to one or more recipients under a 'pass through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
4. The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial assets, the Company continues to recognise such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognises an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On De-recognition of a financial asset (except as mentioned in ii above for financial assets measured a FVTOCI), the difference between the carrying amount and the consideration received is recognised in the Statement of Profit and Loss.

(h) Impairment of financial assets

The company assesses impairment based on expected credit loss (ECL) model to the following:

1. Financial assets measured at amortized cost;
2. Financial assets measured at fair value through other comprehensive income (FVTOCI);

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 time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The company follows 'simplified approach' for recognition of impairment loss allowance on:

1. Trade receivables or contract revenue receivables; and
2. All lease receivables resulting from the transactions within the scope of Ind AS 116 - Leases

Under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

1. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

2. Loan commitments and financial guarantee contracts

ECL is presented as a provision in the balance sheet, i.e. as a liability.

3. Debt instruments measured at FVTOCI

For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the accumulated impairment amount.

(ii) Financial liabilities

(a) Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

(b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

1. Financial liabilities at fair value through profit or loss
2. Loans and borrowings
3. Financial guarantee contracts

(c) Financial liabilities at FVTPL

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit and loss. The company has not designated any financial liability as at fair value through profit and loss.

(d) Financial liabilities at amortised cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

(e) Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 115.

(f) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

(g) Off-setting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

XVII. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

XVIII. Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products/services.

The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter Segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the company as a whole and are not allocated to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

SANSTAR LIMITED

MATERIAL ACCOUNTING POLICIES TO THE FINANCIAL STATEMENTS

The company operates in one business segment i.e. Corn Wet Milling comprising mainly manufacture of starches, its derivatives and by product as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

These, in the context of Ind AS 108 on Operating Segments Reporting are considered to constitute single business segment.

XIX. Provisions, Contingent liabilities, Contingent assets and Commitments

General

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of:

1. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
2. A present obligation arising from the past events, when no reliable estimate is possible;
3. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

The company provides for the expenses to reclaim the quarries used for mining. The total estimate of reclamation expenses is apportioned over the estimate of mineral reserves and a provision is made based on the minerals extracted during the year. Mines reclamation expenses are incurred on an ongoing basis and until the closure of the mine. The actual expenses may vary based on the nature of reclamation and the estimate of reclamation expenditure.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

XX. Statement of cash flows

Cash flow are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals of accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and finance activities of the company are segregated.

Operating Cycle

SANSTAR LIMITED
MATERIAL ACCOUNTING POLICIES TO THE FINANCIAL STATEMENTS

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has identified twelve months as its operating cycle.

XXI. Earnings Per Share

Basic earnings per share is computed and disclosed by dividing the net profit after tax by using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

XXII. Exceptional items

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

XXIII. Rounding off

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

Significant Accounting Policies

**As per my report of even date attached
For M/s S C Bapna & Associates
Chartered Accountants
Firm Regn. No. 115649W**

**Vijay Jain
Partner
M.No. 420795**

**Place: Ahmedabad
Date: 30/05/2025**

**For and on behalf of the Board of
of SANSTAR LIMITED**

**Gautam S. Chowdhary
(Chairman and Managing
Director)
(DIN-00196397)**

**CA. Harish S. Maheshwary
Chief Financial Officer**

**Place: Ahmedabad
Date: 30/05/2025**

**Sambhav G. Chowdhary
(Joint Managing Director)
(DIN-01370802)**

**CS Fagun Shah
Company Secretary**

SANSTAR LIMITED																					
Notes to Financial Statement																					
2. Property, Plant and Equipment																					
As at March 31, 2025																					
Rs. in Millions																					
Description of Assets	Land*	Building	Plant and Equipment**	Electrical Installation	Vehicles	Computers	Office Equipment	Furniture & Fixture	Total												
I. Gross Block																					
Balance as at 1st April, 2024	319.05	485.78	1532.31	87.50	32.74	3.70	8.60	6.61	2476.27												
Additions during the year	-	12.64	16.84	3.19	0.07	0.39	1.69	0.82	35.63												
Disposals during the year	-	-	-49.30	-	-	-	-	-	-49.30												
Balance as at March 31, 2025	319.05	498.43	1499.85	90.68	32.81	4.09	10.28	7.42	2462.61												
II. Accumulated depreciation																					
Balance as at 1st April, 2024	-	69.74	334.43	36.02	6.36	1.43	3.42	3.60	455.02												
Depreciation expense for the year	-	19.62	78.89	8.94	4.10	0.94	1.42	0.54	114.47												
Disposals during the year	-	-	-21.95	-	-	-	-	-	-21.95												
Balance as at March 31, 2025	-	89.36	391.38	44.97	10.46	2.38	4.85	4.14	547.54												
III. Net Block																					
As at March 31, 2025	319.05	409.07	1108.47	45.71	22.35	1.71	5.44	3.28	1915.08												
As at March 31, 2024																					
Rs. in Millions																					
Description of Assets	Land*	Building	Plant and Equipment**	Electrical Installation	Vehicles	Computers	Office Equipment	Furniture & Fixture	Total												
I. Gross Block																					
Balance as at 1st April, 2023	309.99	453.77	1399.09	87.50	31.67	2.26	6.12	6.61	2296.99												
Additions during the year	9.06	32.01	166.46	-	1.07	1.44	2.47	-	212.51												
Disposals during the year	-	-	-33.23	-	-	-	-	-	-33.23												
Balance as at March 31, 2024	319.05	485.78	1532.31	87.50	32.74	3.70	8.60	6.61	2476.27												
II. Accumulated depreciation																					
Balance as at 1st April, 2023	-	52.03	252.23	27.08	2.29	0.72	2.24	2.96	339.56												
Depreciation expense for the year	-	17.71	87.65	8.95	4.07	0.71	1.18	0.64	120.91												
Disposals during the year	-	-	-5.45	-	-	-	-	-	-5.45												
Balance as at March 31, 2024	-	69.73	334.43	36.02	6.35	1.43	3.42	3.60	455.02												
III. Net Block																					
As at March 31, 2024	319.05	416.05	1197.88	51.47	26.39	2.26	5.17	3.01	2021.26												
* <table><tr><th>Description of Item of Property</th><th>Carrying Value</th><th>Title Deed in the name of</th><th>Whether the title deed holder is promoter, director, or relative of promoter /director or employee of promoter / director</th><th>Property held since which date</th><th>Reason for not being held in the name of the company</th></tr><tr><td>Freehold Land</td><td>2.51 million</td><td>Sanstar Biopolymers limited</td><td>erstwhile entity Sanstar Biopolymers (merged with the company)w.e.f 1st April, 2022</td><td>Since FY 2003</td><td>Title deeds of the Kutch land are held in the names of the erstwhile entity Sanstar Biopolymer limited merged in the company as on 1st April, 2022 as the acquisition and registration of the property were undertaken prior to the merger. The process for transferring the title in the name of the company is under consideration.</td></tr></table>										Description of Item of Property	Carrying Value	Title Deed in the name of	Whether the title deed holder is promoter, director, or relative of promoter /director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company	Freehold Land	2.51 million	Sanstar Biopolymers limited	erstwhile entity Sanstar Biopolymers (merged with the company)w.e.f 1st April, 2022	Since FY 2003	Title deeds of the Kutch land are held in the names of the erstwhile entity Sanstar Biopolymer limited merged in the company as on 1st April, 2022 as the acquisition and registration of the property were undertaken prior to the merger. The process for transferring the title in the name of the company is under consideration.
Description of Item of Property	Carrying Value	Title Deed in the name of	Whether the title deed holder is promoter, director, or relative of promoter /director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company																
Freehold Land	2.51 million	Sanstar Biopolymers limited	erstwhile entity Sanstar Biopolymers (merged with the company)w.e.f 1st April, 2022	Since FY 2003	Title deeds of the Kutch land are held in the names of the erstwhile entity Sanstar Biopolymer limited merged in the company as on 1st April, 2022 as the acquisition and registration of the property were undertaken prior to the merger. The process for transferring the title in the name of the company is under consideration.																
** The Company has mortgaged and hypothecated property, plant and equipment with a carrying amount of 1915.08 million as on 31 March, 2025 (31 March 2024:2021.26 million) against the term loan.																					
3. Capital Work-in-Progress Movement																					
Rs. in Millions																					
	As at March 31, 2025	As at March 31, 2024																			
Opening Capital Work-in-Progress	204.70	9.09																			
Add: Additions during the year	676.52	201.12																			
Less: Capitalised during the year	-5.50	-5.51																			
Closing Capital Work-in-Progress	875.72	204.70																			
Capital Work in Progress as on 31st March, 2025																					
Rs. in Millions																					
Particulars	Opening	Addition	Capitalised	Closing																	
Building	77.07	140.32	5.50	211.90																	
Plant and Machinery	104.12	416.86	-	520.98																	
Electric Installation	17.98	46.85	-	64.84																	
Expenditure during Construction	5.53	72.48	-	78.01																	
Total	204.70	676.52	5.50	875.72																	

SANSTAR LIMITED					
Notes to Financial Statement					
Capital Work in Progress as on 31st March, 2024			Rs. in Millions		
Particulars	Opening	Addition	Capitalised	Closing	
Building	-	77.07	-	77.07	
Plant and Machinery	9.09	100.54	5.51	104.12	
Electric Installation	-	17.98	-	17.98	
Expenditure during Construction	-	5.53	-	5.53	
Total	9.09	201.12	5.51	204.70	
CWIP Ageing Schedule					
As at March 31, 2025			Rs. in Millions		
CWIP	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	676.52	199.20	-	-	875.72
Total	676.52	199.20	-	-	875.72
As at March 31, 2024			Rs. in Millions		
CWIP	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	204.70	-	-	-	204.70
Total	204.70	-	-	-	204.70
Note :- The Company does not have any Assets under Capital Work-in-Progress whose completion is overdue or whose costs have exceeded its original plan.					

SANSTAR LIMITED
Notes to Financial Statement

4 Non Current Financial Assets- Investments

Particulars	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Non Current		
Investment in Quoted Equity Instruments	0.12	0.17
Investment in unquoted Equity instruments	-	1.55
Total Investments	0.12	1.72
	As at March 31, 2025	As at March 31, 2024
Non Current		
Investment carried at fair value through other comprehensive income		
Quoted Equity Share		
Adline Chem Lab limited		
3400 (As at 31st March, 2024: 3400) equity shares of Rs10 Fully Paid Up	0.05	0.10
Bank Of Baroda		
220(As at 31st March, 2024: 220) Equity Shares of Rs2 Fully Paid Up	0.05	0.06
Grand Foundry Limited		
120 (As At 31st, March 2024: 120) Equity Shares of Rs4 Fully Paid Up	0.00	0.00
Krishanveer Forge Limited		
100 (As at 31st March, 2024: 100) Equity Shares of Rs10 Fully Paid Up	0.01	0.01
Gujarat Lease Financing Limited		
2500 (As at 31st March, 2024: 2500) Equity Shares of Rs10 Fully Paid Up	0.01	0.00
Retro Green Resolution Limited		
300 (As at 31st March, 2024: 300) Equity Shares of Rs10 Fully Paid Up	0.00	0.00
Pentokey Organy (India) Limited		
42 (As at 31st March, 2024: Nil) Equity Shares of Rs10 Fully Paid Up	0.00	-
The Prag Bosimi Synthetics Limited		
900 (As at 31st March, 2024: 900) Equity Shares of Rs10 Fully Paid Up	0.00	0.00
	0.12	0.17
Unquoted Equity Share		
Investment in Expression Commercial LLP*	-	0.10
Sanstar Gems & Jewels Private limited		
NIL (As at 31st March, 2024: 130) Equity Shares of Rs1000 Fully Paid Up	-	1.45
	-	1.55
Total Non-current investments	0.12	1.72

(i) (b): Aggregate amount of quoted and unquoted Investments (at Cost and Market Value) are as below:

Gross Investments	As at March 31, 2025	As at March 31, 2024
Quoted Investments:		
Aggregate amount of investments at actual cost	0.07	0.07
Aggregate amount of investments at market value	0.12	0.17
Unquoted Investments:		
Aggregate amount of investments at cost	-	1.55

* The company vide its Board Meeting dated August 14, 2024 has decided to dispose off its share in Expression Commercial LLP and same is effected since August 21, 2024 through supplementary agreement. The turnover of the Expression Commercial LLP from 1st April 2024 to 21st August 2024 is Rs Nil, i.e. there will no major impact on financials of the company

5 Non Current financial assets - other Financial Assets

Particulars	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Security deposits amortised cost	12.55	9.98
Fixed deposits with maturity of more than 12 months	24.10	2.98
	36.65	12.96

Note (i):- Security Deposits includes the amount deposited with different bodies / authorities for availing various facilities during regular business operation. These deposits are generally without any fixed period of maturity.

Note (ii):- Bank deposits with maturity of more than 12 months includes Fixed Deposits of 24.10 Million pledged to Banks for availing facility for regular business operation.

6 Other Non Current assets

Particulars	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Advances to Suppliers Capital Goods	262.02	-
	262.02	-

7 Current Assets - Inventories

Particulars	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Raw Material	272.74	899.05
Work-in-Progress	6.83	7.64
Finished Goods	185.71	163.22
Stores, Spare & Consumable	64.38	41.02
Goods in Transit - Finished Goods	29.59	29.33
	559.25	1140.26

Note (i):- Inventories items have been valued as per Material Accounting Policy No. B- XV

SANSTAR LIMITED								
Notes to Financial Statement								
8 Current Financial Assets - Trade Receivables						Rs. in Millions		
Particulars						As at March 31, 2025	As at March 31, 2024	
Trade Receivables considered good - Unsecured						1029.86	1175.13	
Trade receivables Unsecured which have significant increase in credit risk						3.90	4.36	
Less: Allowance for Expected credit loss for credit risk / credit impaired						-3.90	-4.36	
Total						1029.86	1175.13	
Trade Receivables Ageing Schedule								
As at March 31, 2025								
Rs. in Millions								
Sr No	Particulars	Less than 6 months	6 Months-1 Year	1 Year - 2 year	2-3 Years	2-3 Years	More than 3 Years	Total
1	Undisputed Trade receivables - Considered good	1027.23	0.97	0.39	1.28	-	-	1029.86
2	Undisputed Trade receivables - which have significant increase in Credit risk	-	3.90	0.00	0.00	-	-	3.90
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in Credit risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	Total	1027.23	4.87	0.39	1.28	-	-	1033.76
	Less: Allowance for Expected credit loss for credit impaired	-	-3.90	0.00	0.00	-	-	-3.90
	TOTAL	1027.23	.97	.39	1.28	-	-	1029.86
As at March 31, 2024								
Rs. in Millions								
Sr No	Particulars	Less than 6 months	6 Months-1 Year	1 Year - 2 year	2-3 Years	2-3 Years	More than 3 Years	Total
1	Undisputed Trade receivables - Considered good	1164.65	5.41	5.07	-	-	-	1175.13
2	Undisputed Trade receivables - which have significant increase in Credit risk	-	4.36	0.00	-	-	-	4.36
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in Credit risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-
	Total	1164.65	9.78	5.07	-	-	-	1179.50
	Less: Allowance for Expected credit loss for credit impaired	-	-4.36	0.00	-	-	-	-4.36
	Total	1164.65	5.42	5.07	-	-	-	1175.13
Note (i):- Refer note 34 for information about credit risk and market risk of trade receivables.								
Note (ii):- The Company has used a practical expedient for computing expected credit loss allowance for trade receivables taking into account historical credit loss experience. As per management assessment, provision was made wherever necessary.								

SANSTAR LIMITED		
Notes to Financial Statement		
9	Current Financial Assets - Cash and Cash Equivalent	Rs. in Millions
Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks	5.50	0.34
Bank Deposits with maturity of less than 3 months	1200.00	30.68
Cash on Hand	1.85	0.58
Total	1207.34	31.60
10	Current Financial Assets - Bank Balance other than Cash And Cash Equivalents	Rs. in Millions
Particulars	As at March 31, 2025	As at March 31, 2024
Bank Deposits with maturity of more than 3 months but less than 12 months*	935.41	19.80
	935.41	19.80
*Bank Deposits includes deposit of Rs. 935.41 Millions maintained as margin money for Bank Guarantee, Letter of Credits and Overdraft Facilities		
11	Current Financial Assets - Other Current Financial assets	Rs. in Millions
Particulars	As at March 31, 2025	As at March 31, 2024
LIC of India Gratuity Fund A/c. (Net Balance)	5.62	4.46
Interest Receivable	50.18	1.28
	55.80	5.74
12	Current Tax (Assets)/Liabilities	Rs. in Millions
Particulars	As at March 31, 2025	As at March 31, 2024
Provisions for Tax	81.63	166.87
Less TDS/TCS Receivables and Advance taxes	-122.96	-78.93
	-41.33	87.93
13	Other Current Assets	Rs. in Millions
Particulars	As at March 31, 2025	As at March 31, 2024
Deposit with related Parties*	10.00	-
Other Deposits	0.25	2.50
Prepaid Expenses	4.42	8.09
Balances with Government authorities	527.96	537.56
Advances to Vendors	113.51	62.33
Advance Recoverable In Cash or Kind	0.47	2.39
Advances to Staff	0.08	0.17
Other Current Assets	-	49.43
	656.70	662.47
* Disclosure for deposits with related parties are provided in note No. 50 to the Financial Statement.		
14	Equity Share capital	Rs. in Millions
Authorised*	As at March 31, 2025	As at March 31, 2024
19,00,00,000/- (As at 31st March , 2024 :- 19,00,00,000/-) Equity Shares of Rs. 2/- each	380.00	380.00
	380.00	380.00
Issued, subscribed and fully paid up share capital**		
18,22,44,250/- (As at 31st March, 2024 :- 14,04,44,250/-) Equity Shares of Rs. 2/- each	364.49	280.89
	364.49	280.89

SANSTAR LIMITED
Notes to Financial Statement

***Authorised Capital:**

Pursuant to a resolution passed at the general meeting of shareholders dated 28th November 2023, Company has approved sub-division of 1 (One) Equity Share of face value of Rs.10/- each into 5 (Five) Equity Shares of face value of Rs.2/- each. Accordingly, the Authorised Capital of Rs. 380 Million was subdivided from 3,80,00,000 Shares of face value of Rs. 10/- each to 19,00,00,000 of Rs. 2/- each. The impact of sub-division of shares is retrospectively considered for the Authorised Capital.

****Issued, Subscribed and fully paid up Share Capital:**

Further the issued, subscribed and paid-up share capital of the Company was subdivided from 2,80,88,850 equity shares of face value of Rs.10/- each to 14,04,44,250 equity shares of face value of Rs.2/- each. The impact of sub-division of shares is retrospectively considered for the computation of Issues, subscribed and fully paid up Share Capital and earnings per share as per the requirement of earnings per share as per the requirement/ principles of Ind AS 33, as applicable.

Notes:

(a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the reporting year:

	As at March 31, 2025	
	No of Shares	Rs. in Millions
Equity Shares at the beginning of the year	14,04,44,250	280.89
Add : Initial Public Offer shares during the year (Refer Note 49)	4,18,00,000	83.60
Equity Shares at the end of the year	18,22,44,250	364. 49

	As at March 31, 2024	
	No of Shares	Rs. in Millions
Equity Shares at the beginning of the year	14,04,44,250	280.89
Add During the Year	-	-
Equity Shares at the end of the year	14,04,44,250	280. 89

During the year ended March 31, 2025, the Company has completed its Initial Public Offer ("IPO") of 5,37,00,000 equity shares of face value of 2/- each comprising of (i) fresh issue of 4,18,00,000 equity shares at an issue price of 95/- per equity share; (ii) an offer for sale of 1,19,00,000 equity shares at an issue price of 95/- per equity share. The equity shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 26, 2024.

(b) Details of shareholder(s) holding more than 5% shares in the Company

Name of Share Holder	As at March 31, 2025	
	No. of Shares	% of total shares
Gouthamchand Sohanlal Chowdhary	1,48,01,100	8.12%
Sambhav Gouthamchand Chowdhary	3,21,00,000	17.61%
Shreyans Gouthamchand Chowdhary	3,19,65,000	17.54%
Sambhav Starch Products Private Limited	1,05,46,250	5.79%
Sanstar Gems & Jewels Private Limited	1,06,50,000	5.84%

Each share of Rs. 2 per share

Name of Share Holder	As at March 31, 2024	
	No. of Shares	% of total shares
Gouthamchand Sohanlal Chowdhary	1,53,01,100	10.89%
Sambhav Gouthamchand Chowdhary	3,26,00,000	23.21%
Shreyans Gouthamchand Chowdhary	3,24,65,000	23.12%
Rani Gouthamchand Chowdhary	1,09,10,000	7.77%
Richa Sambhav Chowdhary	1,08,65,000	7.74%
Samiksha Shreyans Chowdhary	1,10,00,000	7.83%
Sambhav Starch Products Private Limited	1,05,46,250	7.51%
Sanstar Gems & Jewels Private Limited	1,06,50,000	7.58%

Each share of Rs. 2 per share

(c) Details of Shareholding of Promoters as at March 31, 2025

Name of Promoters	As at March 31, 2025		
	No. of Shares	% of total shares	% Change during the year
Gouthamchand Sohanlal Chowdhary	1,48,01,100	8.12%	-3.27%
Sambhav Gouthamchand Chowdhary	3,21,00,000	17.61%	-1.53%
Shreyans Gouthamchand Chowdhary	3,19,65,000	17.54%	-1.54%

SANSTAR LIMITED
Notes to Financial Statement

(c) Details of Shareholding of Promoters as at March 31, 2024

Name of Promoters	As at March 31, 2024		
	No. of Shares	% of total shares	% Change during the year
Gouthamchand Sohanlal Chowdhary	1,53,01,100	10.89%	48.54%
Sambhav Gouthamchand Chowdhary	3,26,00,000	23.21%	24.90%
Shreyans Gouthamchand Chowdhary	3,24,65,000	23.12%	25.03%

Details of rights, preferences and restrictions attached to the shares

Voting:

The Company has only one class of equity shares having a face value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share.

Dividend:

The dividend has not been declared during the year by the Company.

Liquidation:

(i) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(ii) The Company does not have any holding Company.

(iii) Pursuant to the order of the Hon'ble National Company Law Tribunal (NCLT) dated 23/11/2023, Sanstar Biopolymer Limited has been merged with the Company with effect from 1/4/2022. As per the scheme, no purchase consideration in the form of cash or other assets has been paid. However, 3068850 equity shares of ₹10 each of Sanstar Limited have been issued to the shareholders of Sanstar Biopolymer Limited in the ratio of 1:1. All identifiable assets and liabilities of Sanstar Biopolymers limited have been recorded at their existing book values. The difference between the share capital issued and the net assets taken over has been adjusted in reserves. The merger is effective from 01/04/2022 and has been given effect in the financial statements for the year ended 2022-23.

(iv) The Company has bought back 25150 equity shares of the Company for an aggregate amount of Rs 1.63 million being 0.81% of the total paid up equity share capital at ₹65 per equity share, during the financial year 2022-23.

Beneficial Owner:

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

15 Other Equity	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Capital Reserve	16.03	16.03
Less Transfer to Profit and Loss Account	-	-
	16.03	16.03
Securities Premium	79.55	79.55
Add : Premium received on initial Public offer of equity shares (Refer Note 49)	3887.40	-
Less : Share issue Expense (Refer Note 49)	-355.61	
Closing Balance	3611.33	79.55
General Reserve		
Opening	604.29	604.29
Add : Transfer from Profit & Loss A/c	-	-
Closing Balance	604.29	604.29
Capital Redemption Reserve	0.25	0.25
Retained Earnings		
Opening Balance	1189.21	521.55
Profit during the year	437.98	667.66
Add : Transferred from Revaluation Reserve	63.96	-
Closing Balance	1691.14	1189.21

SANSTAR LIMITED
Notes to Financial Statement

Revaluation Reserve	362.47	362.47
Less : Transferred to Retained Earning	-63.96	-
	298.52	362.47
Other Comprehensive Income (OCI)		
Opening OCI	4.92	6.28
Less : Loss on sale of Equity Shares	-1.23	-
Movement (Net) during the year	1.66	-1.36
Closing OCI	5.35	4.92
Total Equity	6226.92	2256.73

Note (1) Nature and purpose of reserves

(i) Capital Reserve

Capital reserve is created on recording the scheme of Merger. Capital Reserve is the difference between the amount of investments appearing in SBPL and the value of share capital cancelled in SL. Further Opening balance of Deferred tax of SBPL has been transferred to Capital Reserve.

(ii) Securities Premium

Securities Premium: Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

(iii) General Reserve

General reserves are created out of profits & kept aside for general purpose and financial strengthening of the company, it doesn't have any special purpose. Further, Company has reclassified INR 261.42 Million as Revaluation Reserves from Opening Balances of General Reserves.

(iv) Capital Redemption Reserve

Company has buy back 25,150 shares on 19th January, 2023 and accordingly Capital Redemption Reserve is created as per section 69 of the Companies Act, 2013.

(v) Retained earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this retained earnings and also considering the requirements of the Companies Act, 2013. Further, Company has reclassified INR 101.05 Million as Revaluation Reserves.

(vi) Revaluation Reserve

Company has reclassified the amount as Revaluation Reserve of INR 362.47 Million from the General Reserve of INR 261.42 Million and Retained Earnings of INR 101.05 Million from their respective opening balances. during the year, the company transferred excess depreciation on revalued assets from Revaluation Reserve to Retained Earnings.

(vii) Other Comprehensive Income

- The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income.
- The remeasurement gain/(loss) on net defined benefit plans is recognised in Other Comprehensive Income net of tax.

Note (2):- During the year ended March 31, 2025, the Company has completed its Initial Public Offer ("IPO") of 5,37,00,000 equity shares of face value of 2/- each comprising of (i) fresh issue of 4,18,00,000 equity shares at an issue price of 95/- per equity share; (ii) an offer for sale of 1,19,00,000 equity shares at an issue price of 95/- per equity share. The equity shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 26, 2024.

SANSTAR LIMITED		
Notes to Financial Statement		
16 Non Current Financial Liabilities - Borrowings	Rs. in Millions	
Particulars	As at March 31, 2025	As at March 31, 2024
Non Current Term Loans		
(i) Secured		
Term Loan from Bank	131.88	253.28
Term Loan from others	5.36	10.12
(ii) Unsecured		
Loan Related Parties (Inter Corporate Deposits) (Refer Note 50)	10.13	45.79
Total Non-current borrowings	147.38	309.20
Unsecured Loan is repayable after more than one year. The said loan has interest up to 9-12% .		

SANSTAR LIMITED								
Notes to Financial Statement								
Rs. in Millions								
Lender	Security / Principal term and conditions	Nature of Facility	Floating Rate	Repayment Terms	Sanctioned Amount	Outstand ing as on 31-03- 2025	31-03-2025	
							Current	Non Current
The Karur Vysya Bank Limited	Paripassu charge (along with other lenders participating in the expansion project) on	Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-04-2029	60.00	33.60	7.90	25.71
The Karur Vysya Bank Limited	Industrial Land & Building situated at Village Karvand with extent of 0.56 million square meters	Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-09-2028	20.20	11.74	3.35	8.39
The Karur Vysya Bank Limited	and at Village Louki with extent of 0.167 million square meters , Taluka Shirpur, District Dhule, Maharashtra stands in the name of SANSTAR LIMITED. Hypothecation charge on the Plant & Machineries which are purchased out of Bank finance.	Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-09-2028	20.20	11.79	3.37	8.43
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 18-04-2031	150.00	96.55	12.45	84.11
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-10-2028	10.00	7.14	1.89	5.25
Total					260.40	160.84	28.95	131.88
Mercedes-Benz Financial India Private Limited	Hypothecation of Vehicle	Auto Loan	10.50%	Repayable till 13-12-2026	8.43	6.42	1.06	5.36
					268.83	167.26	30.01	137.25

SANSTAR LIMITED								
Notes to Financial Statement								
							Rs. in Millions	
Lender	Security / Principal term and conditions	Nature of Facility	Floating Rate	Repayment Terms	Sanctioned Amount	Outstand ing as on 31-03-	31-03-2024	
							Current	Non current
The Karur Vysya Bank Limited	Paripassu charge (along with other lenders participating in the expansion project) on Industrial Land & Building situated at Village Karvand with extent of 0.56 million square meters and at Village Louki with extent of 0.167 million square meters, Taluka Shirpur, District Dhule, Maharashtra stands in the name of SANSTAR LIMITED. Hypothecation charge on the Plant & Machineries which are purchased out of Bank finance.	Machinery Term Loan	9.25% -6 month MCLR	Repayable till 28-02-2025	100.00	17.42	17.42	-
The Karur Vysya Bank Limited		Real Estate Term Loan	9.25% -6 month MCLR	Repayable till 31-12-2024	585.00	78.79	78.79	-
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-09-2028	113.60	85.20	18.93	66.27
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-09-2028	20.20	15.15	3.37	11.78
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-09-2028	20.20	15.08	3.35	11.73
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	-	60.00	41.46	7.90	33.56
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 18-04-2031	150.00	122.84	-	122.84
The Karur Vysya Bank Limited		Machinery Term Loan	9.25% -6 month MCLR	Repayable till 30-10-2028	10.00	8.98	1.89	7.09
The Karur Vysya Bank Limited	The Factory Land & Building situated at Sukhpur Road, Village: Morgar, Post: Sukhpur, Taluka: Bhachau, District: Kutch-Bhuj	Machinery Term Loan	9.25%	Repayable till 02-11-2024	300.00	25.41	25.41	-
The Karur Vysya Bank Limited		Working Capital Term Loan	9.25% -1 year MCLR	Repayable till 05-10-2024	48.00	10.37	10.37	-
HDFC Bank Limited	Hypothecation of Vehicle	Auto Loan	7.25%	48 instalments starting from 07-10-2021 and ending on 07-09-2025	6.20	2.54	1.66	0.88
HDFC Bank Limited	Hypothecation of Vehicle	Auto Loan	7.80%	39 instalments starting from 05-12-2022 and ending on 05-01-2026	6.59	3.92	2.07	1.85
HDFC Bank Limited	Hypothecation of Vehicle	Auto Loan	8.75%	39 instalments starting from 07-03-2023 and ending on 07-04-2026	1.51	1.05	0.46	0.59
HDFC Bank Limited	Hypothecation of Vehicle	Auto Loan	8.90%	39 instalments starting from 07-03-2023 and ending on 07-04-2026	0.70	0.49	0.21	0.27
HDFC Bank Limited	Hypothecation of Vehicle	Auto Loan	7.62%	Repayable till 10-09-2025	0.74	0.30	0.20	0.10
Mercedes-Benz Financial India Private Limited	Hypothecation of Vehicle	Auto Loan	10.50%	Repayable till 13-12-2026	8.43	7.37	0.95	6.42
					1431.17	436.38	172.99	263.40

SANSTAR LIMITED				
Notes to Financial Statement				
Other Major Terms and Conditions w.r.t to Non Current Borrowings				
Karur Vysya Bank Ltd				
<u>Security</u>				
1. Personnel Guarantee of Shri Gouthamchand Chowdhary, Sambhav Chowdhary and Shreyans Chowdhary against all Credit facilities.				
2. Primary security for one facility shall be the collateral security for the other facilities				
<u>Prepayment</u>				
Karur Vysya Bank Ltd: 3% charges of Loan outstanding for Prepayment.				
<u>Rate of Interest:</u>				
Loan from Relatives: 9-12% p.a.				
17 Other Non Current Liability: Deferred tax liabilities (Net)				
			Rs. in Millions	
Particulars			As at March 31, 2025	As at March 31, 2024
Deferred Tax Liabilities (Net)			337.72	317.46
			337.72	317.46
Movements in Deferred Tax			Rs. in Millions	
As at March 31, 2025				
Particulars	As at April 1, 2024	Charged/ (Credited) to Profit or Loss/Capital Reserve	Charged/ (Credited) to OCI	As at March 31, 2025
Deferred Tax Liability/(Assets)				
Property, Plant & Equipment	308.64	28.05	-	336.69
Provision for expense allowed for tax purpose on payment basis (Net)	10.31	-9.62	0.59	1.28
Provision for expected credit Losses	-2.24	1.61	-	-0.63
Difference in carrying value and tax base of debts instruments measured at FVTPL	0.43	-0.04	-	0.39
Difference in carrying value and tax base of investments in equity instruments measured at FVTOCI	0.32	-0.31	-0.01	-
Sub Total	317.46	19.69	0.58	337.73
As at March 31, 2024			Rs. in Millions	
Particulars	As at April 1, 2023	Charged/ (Credited) to Profit or Loss/Capital Reserve	Charged/ (Credited) to OCI	As at March 31, 2024
Deferred Tax Liability/(Assets)				
Property, Plant & Equipment	245.06	63.58	-	308.64
Provision for expense allowed for tax purpose on payment basis (Net)	10.65	0.14	-0.48	10.30
Provision for expected credit Losses	-1.24	-0.99	-	-2.24
Difference in carrying value and tax base of debts instruments measured at FVTPL	0.46	-0.03	-	0.43
Difference in carrying value and tax base of investments in equity instruments measured at FVTOCI	0.30	-	0.03	0.33
Sub Total	255.22	62.70	-0.45	317.46

SANSTAR LIMITED		
Notes to Financial Statement		
18 Current Financial Liabilities - Borrowings	Rs. in Millions	
Particulars	As at March 31, 2025	As at March 31, 2024
a. Loans repayable on demand		
(i) From Banks*	93.34	794.18
(ii) Current maturity of term loans from Bank	30.01	172.99
Total Current borrowings	123.34	967.16
Rs. in Millions		
* Particulars	As at March 31, 2025	As at March 31, 2024
The Karur Vysya Bank Limited	93.33	688.77
The Kotak Mahindra Bank Limited	-	0.00
Citi Bank Limited	-	70.87
Federal Bank Limited	-	34.52
Credit Card Loan	0.01	0.02
Total	93.34	794.18
Major Terms and Conditions w.r.t to Current Borrowings		
A. Karur Vysya Bank Ltd- Working capital limit of Rs 950 million @ 9.25 %- 6 month MCLR including Cash Credit (payable on demand) and Packing Credit Facility (Repayable in 6 Months) Security: 1. Working Capital (Fund and Non Fund Based): Hypothecation charge on the entire current assets both present and future of the Company. 2. Paripassu charge (along with other lenders participating in the expansion project) on Industrial Land & Building situated at various survey no. of village Karvand and village louki, Taluka Shirpur, District Dhule, Maharashtra stands in the name of SANSTAR LIMITED 3. Hypothecation charge on the Plant & Machineries which are purchased out of Bank finance. 4. Personnel Guarantee of Shri Gouthamchand Chowdhary, Sambhav Chowdhary and Shreyans Chowdhary against all Credit facilities. 5. The overdraft facility has been availed from The Karur Vysya Bank and is secured by way of a lien on fixed deposits held with the bank amounting to ₹ 959.51 million. B. Federal Bank Ltd-Working capital limit of Rs 250 million @9.25 % linked to MCLR Security 1. Working Capital (Fund and Non Fund Based): Hypothecation charge on the entire current assets both present and future of the Company. 2. Paripassu charge (along with other lenders participating in the expansion project) on Industrial Land & Building situated at various survey no. of village Karvand and village louki, Taluka Shirpur, District Dhule, Maharashtra stands in the name of SANSTAR LIMITED 3. Personnel Guarantee of Shri Gouthamchand Chowdhary, Sambhav Chowdhary and Shreyans Chowdhary against all Credit facilities. Limits of erstwhile Sanstar Biopolymers Limited now merged into Sanstar limited as per Note no. 42 There has been no default in repayment of any of the loans or interest thereon at the end of the year.		

SANSTAR LIMITED						
Notes to Financial Statement						
19 Current Financial Liabilities - Trade Payables					Rs. in Millions	
Particulars					As at March 31, 2025	As at March 31, 2024
Total Outstanding Dues of Micro Enterprises and Small Enterprises					03	6.39
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises					182.36	953.38
					182.39	959.78
Trade Payables Ageing Schedule						
As on March 31, 2025						Rs. in Millions
Sr No	Particulars	Outstanding for following period from due date of payment				
		Upto 1 years	1-2 years	2-3 years	More than 3 years	Total
1	MSME	0.03	-	-	-	0.03
2	Others	182.36	-	-	-	182.36
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-
	Total	182.39	-	-	-	182.39
As on March 31, 2024						Rs. in Millions
Sr No	Particulars	Outstanding for following period from due date of payment				
		Upto 1 years	1-2 years	2-3 years	More than 3 years	Total
1	MSME	6.39	-	-	-	6.39
2	Others	953.38	-	-	-	953.38
3	Disputed dues - MSME	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-
	Total	959.78	-	-	-	959.78
Payable to MSME Suppliers						
Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)						
			Rs. in Millions			
Particulars			As at March 31, 2025	As at March 31, 2024		
Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.			0.03	6.39		
Interest amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.			Nil	Nil		
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year			Nil	Nil		
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.			Nil	Nil		
The amount of interest accrued and remaining unpaid at the end of each accounting year.			Nil	Nil		
The amount of further interest remaining due and payable even in the succeeding years.			Nil	Nil		

SANSTAR LIMITED		
Notes to Financial Statement		
20 Current Financial Liabilities -Others	Rs. in Millions	
Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Security Deposits	0.20	0.20
Payable for Propety, Plant and Equipment		
- Other	60.64	15.61
- MSME	0.80	0.25
	61.64	16.06
Payable to MSME Suppliers		
Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.		
21 Other Current Liabilities	Rs. in Millions	
Particulars	As at March 31, 2025	As at March 31, 2024
Advance Received from Customers	41.13	7.08
Statutory Liabilities *	25.85	27.70
Other Payables	-	0.03
	66.98	34.80
* Statutory dues includes amount payable towards indirect taxes, tax deducted at source, tax collected at source and employee related dues.		
22 Current Liabilities - Provision	Rs. in Millions	
Particulars	As at March 31, 2025	As at March 31, 2024
Provisions for Bonus	0.65	0.65
Provision for Expenses	63.77	44.99
	64.42	45.64
23 Revenue from Operations	Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Sales of Products (Refer Note 44)		
Domestic Sales	6015.89	6843.89
Export Sales	3399.58	3944.38
Total (a)	9415.47	10788.28
(b) Other Operation Revenue		
Export Incentive	22.53	34.18
Government grant*	96.22	278.59
Total (b)	118.76	312.77
Total (a + b)	9534.23	11101.04
* The Company's manufacturing facilities at Maharashtra are eligible to receive incentive in form of refund of SGST, refund of stamp duty and refund of/ exemption from payment of electricity duty as per the Industrial Promotion Schemes of the respective State Governments and Memorandum of Understanding signed with the respective State Governments.		

SANSTAR LIMITED			
Notes to Financial Statement			
24 Other Income		Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Interest Income	135.68	13.34	
Insurance Claim	-	35.88	
Dividend Income	0.00	0.00	
Foreign Exchange Gain (Net)	40.26	48.20	
Sundry Balance Written Back	4.34	36.51	
Profit on sale of Property, Plant and Equipment	-	10.17	
Miscellaneous income	0.02	0.02	
Total Other income	180.31	144.11	
25 Cost of Material Consumed		Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Inventory at the beginning of the year	899.05	105.28	
Add.: Purchases during the year	6486.97	9123.07	
Less: Inventory at the end of the year	272.74	899.05	
Total Cost of Materials Consumed	7113.28	8329.30	
26 Purchase of stock in trade		Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Trading goods			
Purchases during the year	-	-	
	-	-	
27 Changes in inventories of Finished Goods, Stock in Trade and work in Progress		Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Opening Stock			
(i) Finished Goods	163.22	60.14	
(ii) Stock in Trade	.00	.00	
(iii) Work-in-Progress	7.64	5.81	
(iv) Goods in transit - Finished Goods	29.33	67.46	
	200.19	133.41	
Closing Stock			
(i) Finished Goods	185.71	163.22	
(ii) Stock in Trade	.00	.00	
(iii) Work-in-Progress	6.83	7.64	
(iv) Goods in transit - Finished Goods	29.59	29.33	
	222.13	200.19	
Total Change in Inventories	-21.94	-66.78	
28 Employee Benefit Expenses		Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Salaries and Wages	224.75	215.32	
Contribution to Provident Fund and Other Funds	0.07	0.07	
Staff Welfare Expenses	4.21	3.56	
Gratuity Expenses (Refer Note 48)	1.20	0.63	
Total Employee Benefit Expenses	230.23	219.58	
Note (i):- Disclosure as per IND AS 19- employee benefits are provided in Note No. 48			

SANSTAR LIMITED		
Notes to Financial Statement		
29 Finance Costs	Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense		
- Bank	69.42	91.23
- Related Parties (Refer Note 50)	1.87	3.62
- Other	2.53	-
Total	73.82	94.85
Other Borrowing Cost	1.54	12.53
Total Finance Costs	75.35	107.38
Note (i) :-Finance Cost on financial liabilities measured at amortised cost		
30 Depreciation and Amortization Expense	Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on Property, Plant and Equipment	114.47	120.91
	114.47	120.91
31 Other Expenses	Rs. in Millions	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Packing Material Consumed	125.65	134.71
Stores & Chemical Consumed	104.63	112.99
Power & Fuel Consumed	821.60	822.38
Other Factory Expenses	30.17	22.84
Repair & Maintainance		
- Plant Machinery	38.63	13.67
- Buildings	6.36	3.66
- Others	5.01	2.92
Electricity Charges	1.20	1.13
Selling & Distribution Expenses	428.99	428.33
Auditor's Remuneration	1.50	1.50
Director Sitting Fees	0.34	-
Vehicle Expenses	2.54	1.42
Rent	12.56	9.45
Rates & Taxes	14.64	9.88
Loss on sale of Property, Plant and Equipment	1.91	-
Impairment allowance on financial/non-financial assets	0.05	-
Insurance Expenses	8.99	9.33
Telephone, Internet, Postage, & Courier Expenses	3.12	3.36
Advertisement Expenses	0.35	1.09
Corporate social responsibility (Refer Note 47)	10.50	7.30
Donation	2.13	0.14
Travelling & Conveyance Expenses	6.82	13.97
Administration & Other Misc. Expenses	7.50	9.90
Stationery & Printing Exp	3.20	3.71
Professional & Consultancy Charges	12.04	19.88
Expected Credit Loss	2.46	3.95
	1652.89	1637.53
Auditor's Remuneration as per above		
As Statutory Audit	1.50	1.50
As other Consultancy	-	-
	1.50	1.50

SANSTAR LIMITED		
Notes to Financial Statement		
32 Tax Expenses		
(a) The major components of Income Tax Expenses	Rs. in Millions	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Current income tax:		
Current income tax charge	81.63	166.87
Short/ (Excess) Provision for Tax	10.95	-
Deferred tax :		
Charges relating to origination and reversal of temporary differences	19.69	62.70
Income tax expenses reported in statement of profit and loss	112.27	229.57
(b) Other Comprehensive Income (OCI) section		
Deferred tax related to items recognised in OCI during the year		
Deferred Tax on remeasurements of defined benefit plans	-0.59	0.48
Deferred Tax on Equity Instruments through OCI	0.01	-0.03
Income tax credit / (charged) to OCI	-0.58	0.46
The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. Significant Management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.		
33 Earning per Share		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net Profit for the period (Amount in Millions.)	437.99	667.66
Number of equity shares (Weighted Average at the Adjusted Face Value of INR 2 per share)	16,97,61,510	14,04,44,250
Basic Earning per Share (Rs.) (Rs. 2 per share)	2.58	4.75
Diluted Earning Per Share (Rs.) (Rs. 2 per share)	2.58	4.75

SANSTAR LIMITED
Notes to Financial Statement

34 Financial instruments

1 Capital management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt and total equity of the Company.

1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows.

Particulars	Rs. in Millions	
	As at March 31, 2025	As at March 31, 2024
Long-term and Short term borrowing	270.72	1276.36
Less: Cash and bank balances	-2142.75	-51.40
Net debt	-1872.03	1224.96
Total equity	6591.41	2537.62
Net debt to equity ratio	-0.28	0.48

2 Categories of financial instruments

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrvine values	Fair values	Carrvine values	Fair values
Financial assets				
Measured at FVTOCI				
Investments	0.12	0.12	0.34	1.72
Measured at amortised cost				
Non-Current assets				
Other financial assets	36.65	36.65	12.96	12.96
Current assets				
Trade receivables	1029.86	1029.86	1175.13	1175.13
Cash and cash equivalents	1207.34	1207.34	31.60	31.60
Bank balance other than cash and cash equivalents	935.41	935.41	19.80	19.80
Other Financial Assets	55.80	55.80	5.74	5.74
Total Financial Assets carried at amortised cost (A)	3265.07	3265.07	1245.23	1245.23
Total Financial Assets	3265.07	3265.07	1245.23	1245.23
Financial liabilities				
Measured at amortised cost				
Non-current liabilities				
Non-current borrowings	147.38	147.38	309.20	309.20
Other financial liabilities	-	-	-	-
Current liabilities				
Short-term borrowings	123.34	123.34	967.16	967.16
Trade payables				
a) Total Outstanding due to MSME	0.03	0.03	6.39	6.39
b) Total Outstanding due to other than MSME	182.36	182.36	953.38	953.38
Other Financial Liabilities	61.64	61.64	16.06	16.06
Financial Liabilities measured at amortised cost	514.74	514.74	2252.19	2252.19
Total Financial Liabilities	514.74	514.74	2252.19	2252.19

For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.

3 Financial risk management objectives

The Company's Corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

4 Market risk

The risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of:

- (a) Currency risk
- (b) Interest rate risk and
- (c) Commodity risk

SANSTAR LIMITED
Notes to Financial Statement

(a) Currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts and currency options taken at the time of initiation of the booking by the management. Such decision is taken after considering the factors such as upside potential, cost of structure and the downside risks etc. Quarterly reports are submitted to Managing Director on the covered and open positions and MTM valuation.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Rs. in Millions		
	As at March 31, 2025		
	USD	EURO	INR
Financial assets			
Non-current financial assets			
Investments	-	-	-
Advances to supplier	0.94	-	80.33
Total non-current financial assets	0.94	-	80.33
Current financial assets			
Trade receivables (Exports)	4.39	0.11	384.95
Total current financial assets	4.39	0.11	384.95
Total financial assets	5.33	0.11	465.28
Financial liabilities			
Current financial liabilities			
Trade payables	-	-	-
Others (advance to Customers)	0.02	-	1.80
Total current financial liabilities	0.02	-	1.80
Total financial liabilities	0.02	-	1.80
Excess/Short of financial assets over financial liabilities	5.31	0.11	463.49
Hedge foreign currency risk	2.09	-	182.21
Unhedged foreign currency risk	3.22	-	281.28
Sensitivity impact on Net liabilities/(assets) exposure at 10%	0.05		4.63

Particulars	Rs. in Millions		
	As at March 31, 2024		
	USD	EURO	INR
Financial assets			
Non-current financial assets			
Investments	-	-	-
Advances to supplier	-	-	-
Total non-current financial assets	-	-	-
Current financial assets			
Trade receivables (Exports)	5.19	-	432.52
Total current financial assets	5.19	-	432.52
Total financial assets	5.19	-	432.52
Financial liabilities			
Current financial liabilities			
Trade payables	7.31	-	609.72
Others	-	-	-
Total current financial liabilities	7.31	-	609.72
Total financial liabilities	7.31	-	609.72
Excess of financial liabilities over financial assets	2.12	-	177.20
Hedge foreign currency risk	5.03	-	423.75
Unhedged foreign currency risk	-	-	-
Sensitivity impact on Net liabilities/(assets) exposure at 10%	0.02		1.77

Rs. in Millions

The Forward exchange contracts entered into by the Company and outstanding are as under:

As at	Type	USD	INR
As at March 31, 2025	Sell	2.09	182.21
As at March 31, 2024	Sell	5.03	423.75

Foreign currency sensitivity analysis

The Company is materially exposed to USD and EURO currency.

(b) Interest rate risk

The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in interest rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like long term and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

SANSTAR LIMITED
Notes to Financial Statement

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 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.

The following table provides a break-up of the Company's fixed and floating rate borrowings and interest rate sensitivity analysis.

Particulars	Rs. in Millions			
	As at March 31, 2025		As at March 31, 2024	
	Gross amount	Interest rate sensitivity	Gross amount	Interest rate sensitivity @0.50%
Fixed Loan	-	Not Applicable	-	Not Applicable
Variable Loan	270.72	1.35	1276.36	6.38
Total	270.72	1.35	1276.36	6.38

(c) Commodity risk

There are no commodity risk involved.

5 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company did not exceed 10% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

6 Liquidity risk management

Liquidity risk is the risk that company will encountered difficulty in meeting in the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial assets. The company's financial planning has ensured that as far as possible there is sufficient liquidity to meet the risk whenever due under both normal and stressed condition without incurring exceptional losses or risking damage to company's reputation.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Particulars	Rs. in Millions			
	As at March 31, 2025			
	< 1year	1-5 years	> 5 years	Total
Financial assets				
Non-current				
Investments	-	-	0.12	0.12
Other Financial Assets	-	36.65	-	36.65
Loans	-	-	-	-
Total non-current financial assets		36.65	0.12	36.77
Current				
Trade receivables	1028.20	1.67	-	1029.86
Cash and cash equivalents	1207.34	-	-	1207.34
Bank balance other than cash and cash equivalents	935.41	-	-	935.41
Others	55.80	-	-	55.80
Total current financial assets	3226.76	1.67		3228.42
Total financial assets	3226.76	38.32	0.12	3265.19
Financial liabilities				
Non-current				
Borrowings	-	147.38	-	147.38
Other Financial Liabilities	-	-	-	-
Total non-current financial liabilities	-	147.38	-	147.38
Current				
Borrowings	123.34	-	-	123.34
Trade payables	182.39	-	-	182.39
Other financial liabilities	61.64	-	-	61.64
Total current financial liabilities	367.37	-	-	367.37
Total financial liabilities	367.37	147.38	-	514.75

SANSTAR LIMITED
Notes to Financial Statement

Rs. in Millions

Particulars	As at March 31, 2024			
	< 1year	1-5 years	> 5 years	Total
Financial assets				
Non-current				
Investments	-	-	1.72	1.72
Other Financial Assets	-	12.96	-	12.96
Loans	-	-	-	-
Total non-current financial assets		12.96	1.72	14.67
Current				
Trade receivables	1160.29	14.85	-	1175.13
Cash and cash equivalents	31.60	-	-	31.60
Bank balance other than cash and cash equivalents	19.80	-	-	19.80
Others	5.74	-	-	5.74
Total current financial assets	1217.42	14.85		1232.27
Total financial assets	1217.42	27.80	1.72	1246.94
Financial liabilities				
Non-current				
Borrowings	-	309.20	-	309.20
Other Financial Liabilities	-	-	-	-
Total non-current financial liabilities	-	309.20	-	309.20
Current				
Borrowings	967.16	-	-	967.16
Trade payables	955.55	4.23	-	959.78
Other financial liabilities	16.06	-	-	16.06
Total current financial liabilities	1938.77	4.23	-	1942.99
Total financial liabilities	1938.77	313.43	-	2252.19

SANSTAR LIMITED
Notes to Financial Statement

35 Contingent Liabilities and Capital Commitments

I. Contingent liabilities

Rs. in Millions

Particulars	As at March 31, 2025	As at March 31, 2024
Bank Guarantee issued by the bank in favour of Government department	49.19	45.54
Letter of Credit	63.30	-
Total	112.50	45.54

II. Capital Commitments

Rs. in Millions

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated Capital Commitments remaining to be executed on Capital Account and not provided for	814.88	432.00
Less Advances paid	262.02	42.13
Total	552.86	389.87

Rs. in Millions

Particulars	As at March 31, 2025	As at March 31, 2024
36 Value of Import on CIF basis		
1) Raw Materials	1282.87	665.58
2) Components & Spare Parts	1.06	2.18
3) Capital Goods	31.05	33.56
4) Traded Goods	-	-

37 Expenditure in foreign currency, remittance in foreign currency and earnings in foreign currency during the year are as under

Foreign travelling expenses	-	3.72
FOB value of export	3322.03	3788.57

38 Segment Information

The Managing Director of the Company allocate resources and assess the performance of the Company, thus he is the Chief Operating Decision Maker (CODM). The company operates in one business segment i.e. Maize based ingredients comprising mainly manufacture of starches, its derivatives and by product as single operating segment for the purpose of making decision on allocation of resources and assessing its performance. These, in the context of Ind AS 108 on Operating Segments Reporting are considered to constitute single business segment.

39 Significant Event after Reporting Period

There is no significant events after reporting period.

40 In the opinion of Board of Directors

(a) Current assets, non-current loans and advances are realizable in the ordinary course of business, at the value at which they are stated.

41 The figures pertaining to previous year have been regrouped and reclassified wherever necessary, to make them comparable.

42 Merger

Pursuant to the Composite Scheme of Amalgamation and Arrangement between Sanstar Bio Polymers Limited (the Transferor Company) Sanstar Limited (the Transferee Company), Transferor Company and Transferee Company with effect from the appointed date, April 01, 2022 and immediately upon effectiveness of the same SANSTAR LIMITED AND SANSTAR BIOPOLYMERS LIMITED (Amalgamating Companies) were merged into the Company pursuant to the Scheme with effect from the appointed date, April 01, 2022. The Scheme was sanctioned by the Ahmedabad bench of the Hon'ble National Company Law Tribunal [NCLT] vide its order dated 23rd November, 2023 and all the businesses, undertakings, activities, properties, investments and liabilities of each of the Amalgamating Companies were transferred to and vested in the Company as per the Scheme with effect from April 01, 2022, being the appointed date. Accordingly we have taken the opening balances of SBPL as addition during the previous year.

43 Significant stake in LLP

The company vide its Board Meeting dated August 14, 2024 has decided to dispose off its share in Expression Commercial LLP and same is effected since August 21, 2024 through supplementary agreement. The turnover of the Expression Commercial LLP from 1st April 2024 to 21st August 2024 is Rs Nil, i.e. there will no major impact on financials of the company

SANSTAR LIMITED
Notes to Financial Statement

- 44 Ind As 115 : Revenue from Contracts with Customers:**
The disaggregation of Revenue from Contract with Customers – Segment-wise

Rs. in Millions

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sales in Domestic Market	6015.89	6843.89
Sales in International Market	3399.58	3944.38
Total Revenue	9415.47	10788.28

A) Disaggregated revenue information

Set out below is the disaggregation of the company's revenue from contracts with customers:

Rs. in Millions

Segment	For the year ended March 31, 2025	For the year ended March 31, 2024
India	6015.89	6843.89
Outside India	3399.58	3944.38
Total revenue from contracts with customers	9415.47	10788.28
Timing of revenue recognition		
Goods provided at a point in time	9415.47	10788.28
Total revenue from contracts with customers	9415.47	10788.28

B) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with

Rs. in Millions

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables*	1029.86	1175.13
Contract liabilities	-	-
Advances from customers	41.13	7.08

*Trade receivables are non-interest bearing and are generally on terms of 0 to 45 days.

- 45** Figures have been presented in 'Millions' of rupees with two decimals.

46 Other statutory information:-

- Details of Benami Property: The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- Details of Charges: The Company does not have any charges created or satisfaction which is yet to be registered with ROC beyond the statutory period.
- Details of crypto currency or virtual currency : The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- Utilization of borrowed funds and share premium:
 - The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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 to or on behalf of the ultimate beneficiaries
 - The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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
 - provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- Undisclosed Income: The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- Wilful Defaulter: The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- Compliance with number of layers of Companies: The Company has complied with the number of layers prescribed under clause(87) of the Companies Act, 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- Valuation of Property Plant & Equipment, Intangible asset and Investment Property : The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.
- Sanstar Limited has filed a Scheme of Arrangement dated 23rd February 2023 for the amalgamation of Sanstar Bio Polymers Limited before NCLT. NCLT thoroughly reviewed and approved the merger scheme on 23/11/2023 with effect from 01/04/2022.
- Company has not given any loan and guarantees during the year and in previous year hence disclosure under section 186(4) of the companies Act 2013 does not require.

SANSTAR LIMITED
Notes to Financial Statement

47 Expenditure on corporate social responsibility activities

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Amount required to be spent by the company during the year	11. 14	6. 25
II. Amount spent by the company during the year on:		
a) Construction/acquisition of any assets		
b) For purpose other than (a) above	10. 50	7. 30
Add : Excess spent from Previous year utilise during the current year	2. 17	1. 12
III. (Excess)/Shortfall at the end of the year	-1. 53	-2. 17
IV. Total of previous year shortfall		

48 Gratuity and other post-employment benefit plans

Disclosures pursuant to Ind AS - 19 "Employee Benefits" are given below :

a. Contribution to Defined Contribution Plan, recognized as expense for the year is as under:

The Company's contribution to the Employees Provident Fund is deposited with the Regional Provident Fund Commissioner for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

The Company recognized INR 4.28 Million (March 31, 2024 : INR 3.63 Million) towards Provident Fund, Employee State Insurance, National Pension Scheme and others contribution in the statement of profit and loss. The contribution payable to the plan by the Company is at the rate specified in rules to the scheme.

b. Defined benefit plan – Gratuity plan

In accordance with the Payment of Gratuity Act of 1972, the Company contributes to a defined benefit plan ("the Gratuity Plan"). The gratuity plan provides a lump sum payment to vested employees at retirement, withdrawal, resignation and death of an employee. The gratuity liability is calculated on the basis of fifteen days salary (i.e. last drawn basic salary) for each completed year of service subject to completion of four years and two hundred and forty days in service.

Based on actuarial valuations conducted as at year end, a provision is recognized in full for the benefit obligation over and above the funds held in the Gratuity Plan.

In accordance with Payment of Gratuity Act, 1972, the Company contributes to a defined benefit plan ("the gratuity plan") The Company has taken a Group Gratuity Scheme which is administered by Life Insurance Corporation ("LIC") of India.

(i) Risks associated with Plan Provisions

I have outlined the following risks associated with the plan:

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption then the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter- valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

SANSTAR LIMITED
Notes to Financial Statement

Principal actuarial assumptions:

Principle actuarial assumption used to determine the present value of the benefit obligation are as follows:

Particulars	31-Mar-25	31-Mar-24
Discount Rate	6.55% p.a.	7.20% p.a.
Salary Growth Rate	10.00% p.a.	7.00% p.a.
Withdrawal Rates	Age 25 & Below : 20 % p.a.	Age 25 & Below : 10 % p.a.
	25 to 35 : 20 % p.a.	25 to 35 : 8 % p.a.
	35 to 45 : 15 % p.a.	35 to 45 : 6 % p.a.
	45 to 55 : 15 % p.a.	45 to 55 : 4 % p.a.
	55 & above : 15 % p.a.	55 & above : 2 % p.a.

Notes

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
- The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Demographic Assumptions:

Age Band	31-Mar-25	31-Mar-24
25 & Below	20.00% p.a.	10.00% p.a.
25 to 35	20.00% p.a.	8.00% p.a.
35 to 45	15.00% p.a.	6.00% p.a.
45 to 55	15.00% p.a.	4.00% p.a.
55 & above	15.00% p.a.	2.00% p.a.

Mortality Rates : Indian Assured Lives Mortality (2012-14) Table

Age (in years)	31-Mar-25	31-Mar-24
20	0.09%	0.09%
30	0.10%	0.10%
40	0.17%	0.17%
50	0.44%	0.44%
60	1.12%	1.12%

The following tables set out the funded status of the gratuity plan and amounts recognised in the Company's financial statements.

a. Amounts recognised in the statement of profit and loss in respect of these defined benefits plans are as follows:

Particulars	31-03-2025 (12 months)	31-03-2024 (12 months)
	Rs.	Rs.
<u>Service cost:</u>		
Current service cost	15,82,523	16,31,912
Past service cost	-	-
loss/(gain) on curtailments and settlement	-	-
Net interest cost	-3,78,225	-2,56,674
Total included in 'Employee Benefit Expenses/(Income)	12,04,298	13,75,238

b. Remeasurement (gain)/ loss recognised in other comprehensive income/(loss) :

Particulars	31-Mar-25 (12 months)	31-Mar-24 (12 months)
	Rs.	Rs.
<u>Components of actuarial gain/losses on obligations:</u>		
Due to Change in financial assumptions	14,82,425	2,05,697
Due to change in demographic assumption	14,69,204	-
Due to experience adjustments	-49,41,519	14,45,673
Return on plan assets excluding amounts included in interest income	-2,94,550	2,72,577
Amounts recognized in Other Comprehensive (Income)/Expense	-22,84,440	19,23,947

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in the other comprehensive income.

SANSTAR LIMITED
Notes to Financial Statement

c. Net defined benefit asset/ (liability) recognized in the balance sheet :

Particulars	31-Mar-25 (12 months)	31-Mar-24 (12 months)
	Rs.	Rs.
Present value of unfunded obligations	-	-
Present value of funded obligations	1,82,97,261	1,79,26,759
Fair value of plan assets	-2,39,19,749	-2,23,88,625
Net Defined Benefit Liability/(Assets)	-56,22,488	-44,61,866

d. Movement in the fair value of the defined benefit obligation:

Particulars	31-Mar-25 (12 months)	31-Mar-24 (12 months)
	Rs.	Rs.
Opening Defined Benefit Obligation	1,79,26,759	56,14,337
Transfer in/(out) obligation	-	83,81,771
Current service cost	15,82,523	16,31,912
Interest cost	10,40,212	6,47,369
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	14,82,425	2,05,697
Due to change in demographic assumption	14,69,204	-
Due to experience adjustments	-49,41,519	14,45,673
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase		
Exchange differences on foreign plans		
Benefit paid from fund	-1,81,863	-
Benefits paid by company	-80,480	-
Closing Defined Benefit Obligation	1,82,97,261	1,79,26,759

e. Movement in the fair value of the plan assets are as follows:

Particulars	31-Mar-25 (12 months)	31-Mar-24 (12 months)
	Rs.	Rs.
Opening value of plan assets	2,23,88,625	38,22,796
Transfer in/(out) plan assets	-	1,79,34,363
Expenses deducted from assets	-	-
Interest Income	14,18,437	9,04,043
Return on plan assets excluding amounts included in interest income	2,94,550	-2,72,577
Assets distributed on settlements	-	-
Contributions by Employer	-	-
Contributions by Employee	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-1,81,863	-
Closing value of plan assets	2,39,19,749	2,23,88,625

The plan assets of the Company managed through trusts namely The Trustees, Sanstar Limited' Pension and Group schemes department. The trusts have taken Group Gratuity Scheme which is administered by Life Insurance Corporation ("LIC") of India . The plan assets of the Company are managed through the trusts. The details of investments relating to these assets are not shown by them. Hence, the composition of each major category of plan assets, the percentage or amount that each major category constitutes to the fair value of the total plan assets has not been disclosed.

Broad categories of plan assets as a percentage of total assets:

Particulars	31-Mar-25	31-Mar-24
Policy of insurance	100%	100%
Total	100%	100%

SANSTAR LIMITED
Notes to Financial Statement

f. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting year, while holding all other assumptions constant

Particulars	31-Mar-25	31-Mar-24
	Rs.	%
Discount rate Sensitivity		
Increase by 0.5%	1,79,73,969	1,74,24,263
(% change)	-1.77%	-2.80%
Decrease by 0.5%	1,86,36,941	1,84,70,261
(% change)	1.86%	3.03%
Salary growth rate Sensitivity		
Increase by 0.5%	1,85,02,850	1,82,52,751
(% change)	1.12%	1.82%
Decrease by 0.5%	1,80,97,208	1,76,19,063
(% change)	-1.09%	-1.72%
Withdrawal rate (W.R.) Sensitivity		
W.R. x 110%	1,82,97,248	1,81,10,808
(% change)	0.00%	1.03%
W.R. x 90%	1,82,96,278	1,77,31,325
(% change)	-0.01%	-1.09%

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

g. The expected maturity analysis of undiscounted defined benefit obligation is as follows:

Particulars	Rs.	%
Year 1 Cashflow	64,58,354	26.20%
Year 2 Cashflow	29,67,966	12.00%
Year 3 Cashflow	17,20,326	7.00%
Year 4 Cashflow	26,63,562	10.80%
Year 5 Cashflow	12,17,189	4.90%
Year 6 to Year 10 Cashflow	46,07,141	18.70%

Notes

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
- The compensated absences plan is unfunded.
- The estimates of future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors.

During the year ended March 31, 2025, the Company has completed its Initial Public Offer ("IPO") of 5,37,00,000 equity shares of face value of 2/- each comprising of (i) fresh issue of 4,18,00,000 equity shares at an issue price of 95/- per equity share; (ii) an offer for sale of 1,19,00,000 equity shares at an issue price of 95/- per equity share. The equity shares of the Company were listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on July 26, 2024.

Particulars	Rs. In Million Amount (as per Offer Document)
Gross Proceeds from the issue*	3971.00
(Less) Issue related expenses (proportionate to Company's share)**	355.61
Net Proceeds	3615.39

* The gross proceeds from the issue of shares during the year amounted to 3971 Million, which includes share capital of 83.6 Million and securities premium of 3887.40 Million.

** Issue related expenses (net of GST) amounting to 355.61 Million have been adjusted against securities premium as per Section 52 of the Companies Act, 2013

SANSTAR LIMITED
Notes to Financial Statement

Details of the utilisation of IPO net proceeds is summarised below:

Particulars	Objects of the issue (as per offer document)	Utilised upto March 31, 2025	Unutilised as on March 31, 2025
Part financing of proposed project	1815.55	651.71	1163.84
Borrowing Repayment	1000.00	1000.00	-
General Corporate purposes	799.84	799.84	-
Total utilisation of funds	3615.39	2451.55	1163.84

Out of the Net proceeds which were unutilised as at March 31, 2025, 1163.84 Million are temporarily invested in Fixed Deposits.

SANSTAR LIMITED			
Notes to Financial Statement as at March 31, 2025			
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I Name of the related parties as identified by the management with whom transactions were taken place			
(A) Key Management personnel			
Sr. No.	Name of the Related Party	Nature of Relationship	Remarks
(i)	Gouthamchand Sohanlal Chowdhary	Chairman and Managing Director	
(ii)	Sambhav Gautam Chowdhary	Joint Managing Director	
(iii)	Shreyans Gautam Chowdhary	Joint Managing Director	
(iv)	Harishkumar Shishupaldas Maheshwary	Chief Financial Officer	
(v)	Fagun Harsh Shah	Company Secretary	
(vi)	Kuldeep Ashokbhai Shah	Independent Director	Resigned on 01/11/2023
(vii)	Sourabh Vijay Patawari	Independent Director	Resigned on 01/11/2023
(viii)	Samiksha Shreyans Chowdhary	Additional Director	Resigned on 01/11/2023
(ix)	Aniket Sunil Talati	Independent Director	Appointed on 01/11/2023
(x)	Atul Agarwal	Independent Director	Appointed on 01/11/2023
(xi)	Sejal Ronak Agrawal	Independent/woman Director	Appointed on 01/11/2023
(B) Relatives of Directors			
Sr. No.	Name of the Related Party	Nature of Relationship	
(i)	Rani Gouthamchand Chowdhary	Wife of Gouthamchand Chowdhary	
(ii)	Richa Sambhav Chowdhary	Wife of Sambhav Chowdhary	
(iii)	Arahant Sambhav Chowdhary	Son of Sambhav Chowdhary	
(iv)	Arishth Shreyans Chowdhary	Son of Shreyans Chowdhary	
(C) Concerns in which Director & Relatives are Interested			
Sr. No.	Name of the Related Party	Nature of Relationship	
(i)	Sambhav Starch Products Private Limited	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence	
(ii)	Sanstar Gems & Jewels Private Limited	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence	
(iii)	Artex Vinimay LLP	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence	
(iv)	S Gauthamchand Chowdhary (HUF)	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence	
(v)	Chowdhary Sambhav Gautam (HUF)	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence	

SANSTAR LIMITED		
Notes to Financial Statement as at March 31, 2025		
Sr. No.	Name of the Related Party	Nature of Relationship
(vi)	Shreyans Gautam Chowdhary HUF	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence
(vii)	Ranidevi Gouthamchand Chowdhary Charitable Trust	Enterprises over which Key Managerial Personnel / Relatives are able to exercise significant influence
(viii)	Expression Commercial LLP	Wholly Owned Subsidiary (Up to 21.08.2024)
II Transactions carried out with related parties referred to in (I) above, in ordinary course of Business:		
	For the year ended March 31, 2025 Rs. in Millions	For the year ended March 31, 2024 Rs. in Millions
Sale :		
Artex Vinimay LLP	-	-
Sambhav Starch Products Private Limited	-	-
Expression Commercial LLP	-	12.29
	-	12.29
Job Work Service		
Expression Commercial LLP	-	8.76
	-	8.76
Interest Income From :		
Sambhav Starch Products Private Limited	0.13	-
	0.13	-
Purchase of Raw Material		
Artex Vinimay LLP	-	-
Expression Commercial LLP	-	45.79
	-	45.79
Purchase of Equipment		
Gouthamchand Sohanlal chowdhary	-	0.36
Shreyans Gautam Chowdhary	-	0.35
	-	0.71
Commission Paid to:		
Sambhav Starch Products Private Limited		
Artex Vinimay LLP	-	0.08
	-	0.08

SANSTAR LIMITED		
Notes to Financial Statement as at March 31, 2025		
	For the year ended March 31, 2025 Rs. in Millions	For the year ended March 31, 2024 Rs. in Millions
Salary Paid to:		
Samiksha Shreyans Chowdhary	6.00	4.90
Richa Sambhav Chowdhary	6.00	4.90
Rani Gouthamchand Chowdhary	6.00	4.90
Gouthamchand Sohanlal Chowdhary	12.00	7.50
Sambhav Gautam Chowdhary	12.00	7.50
Shreyans Gautam Chowdhary	12.00	7.50
Harishkumar Shishupaldas Maheshwary	3.13	1.69
Fagun Harsh Shah	0.76	0.51
	57.89	39.40
Sitting Fees paid:		
Kuldeep Ashokbhai Shah	-	0.09
Sourabh Vijay Patawari	-	0.05
Aniket Sunil Talati	0.14	-
Atul Agarwal	0.08	-
Sejal Ronak Agrawal	0.12	-
	0.34	0.14
Interest paid to:		
Sanstar Gems & Jewels Private Limited	0.08	0.26
Sambhav Starch Products Private Limited	1.79	3.36
	1.87	3.62
CSR Given to :		
Ranidevi Gouthamchand Chowdhary Charitable Trust	8.70	0.30
	8.70	0.30
Rent Paid To :		
Sambhav Starch Products Private Limited	12.00	9.08
	12.00	9.08
Sale of Plant & Machinery		
Sambhav Starch Products Private Limited	-	22.00
	-	22.00
Receipt of Loans from:		
Sanstar Gems & Jewels Private Limited	-	65.72
Sambhav Starch Products Private Limited	111.20	-
	111.20	65.72
Repayment of Loans to:		
Sambhav Starch Products Private Limited	145.08	50.61
Sanstar Gems & Jewels Private Limited	1.66	1.97
	146.74	52.58
III Outstanding Balance of Loans Taken/Given		
Sambhav Starch Products Private Limited	10.13	44.13
Sanstar Gems & Jewels Private Limited	-	1.66
	10.13	45.79

SANSTAR LIMITED		
Notes to Financial Statement as at March 31, 2025		
	For the year ended March 31, 2025 Rs. in Millions	For the year ended March 31, 2024 Rs. in Millions
Security Deposit Given		
Sambhav Starch Products Private Limited	10.00	-
	10.00	
Investment		
Expression Commercial LLP	-	0.10
	-	0.10

SANSTAR LIMITED					
Notes to Financial Statement					
51 Ratio Analysis					
Sr. No.	Ratio	For the year ended March 31, 2025	For the year ended March 31, 2024	Variance % (31 March 2024 and 31 March 2025)	Reason for variance
1	Current Ratio	8.99	1.44	526%	Current ratio has improved on account of increase in cash and bank balances. The cash and bank balances are higher on account of the proceeds received from fresh issue of shares.
2	Debt Equity Ratio	0.04	0.50	-92%	Debt-Equity ratio has improved on account of repayment of debt during the year from proceeds received from fresh issue of shares.
3	Debt Service Coverage Ratio	2.15	4.33	-50%	Debt service coverage ratio has decreased on account of repayment of debt during the year from proceeds received from fresh issue of shares.
4	Return on Equity %	9.59%	30.70%	-69%	variance on account of reduction in profit during the year while increase in share holder equity on account of the proceeds received from fresh issue of shares.
5	Inventory Turnover Ratio	9.93	11.76	-15%	N.A.
6	Trader Receivable Turnover Ratio	8.65	7.92	9%	N.A.
7	Trade Payable Turnover Ratio	11.36	14.27	-20%	N.A.
8	Net Capital Turnover Ratio	3.88	15.19	-74%	variance on account of increase in working capital during the year on account of the proceeds received from fresh issue of shares.
9	Net Profit %	4.59%	6.17%	-26%	variance on account of reduction in sales during the year
10	Return on Capital Employed	22.42%	25.31%	-11%	N.A.
11	Return On investment	12.16%	19.56%	-38%	Return on Investment has reduced on account of fixed deposits made at the end of the year.

SANSTAR LIMITED			
Notes to Financial Statement			
52 Assets Mortgage/Hypothecated as security		Rs. in Millions	
The carrying amount of assets mortgage as security for current and non-current borrowings are:			
	Assets description	31.03.2025	31.03.2024
I.	First and / or Second charge		
	Current Financial Assets		
	Trade receivables	1029.86	1175.13
	Cash and Bank Balances	2142.75	51.40
II.	Other financial assets	55.80	5.74
	Current Assets		
	Inventories	559.25	1140.26
	Other Current Assets	656.70	662.47
	Current Tax Assets	41.33	-
	Total current assets Hypothecated/Mortgage as security	4485.70	3035.00
III	First and / or Second charge		
	Property, Plant and Equipment		
	Land	319.05	319.05
	Building	409.07	416.05
	Plant and Equipment	1108.47	1197.88
	Electrical Installation	45.71	51.47
	Vehicles	22.35	26.39
	Computers	1.71	2.26
	Office Equipment	5.44	5.17
	Furniture & Fixture	3.28	3.01
	CWIP	875.72	204.70
	IV. Capital work in progress		
V.	Non Current Financial Assets		
	Investments	0.12	1.72
	Other Financial Assets/Non Current Assets	36.65	12.96
	Total non-current assets Hypothecated/Mortgage as security	2827. 58	2240. 65
	Total Assets Hypothecated/Mortgage as security	7313. 28	5275. 65
As per our report of even date attached			
For S C Bapna & Associates		For and on behalf of the Board of Directors of	
Chartered Accountants		SANSTAR LIMITED	
Firm Regn. No. 115649W			
Vijay Jain	Gouthamchand Sohanlal Chowdhary	Sambhav Gautam Chowdhary	
Partner	(Chairman and Managing Director)	(Joint Managing Director)	
M.No. 420795	(DIN-00196397)	(DIN-01370802)	
UDIN: 25420795BMGLAT4586	Harishkumar Shishupaldas Maheshwary	Fagun Harsh Shah	
	(Chief Financial Officer)	(Company Secretary)	
Place: Ahmedabad	Place: Ahmedabad		
Date: 30/05/2025	Date: 30/05/2025		