

TAAL Enterprises Limited

Reg. Office: AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area,
7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India
Phone: 080-67300200, Website: www.taalent.co.in; E-mail: secretarial@taalent.co.in
CIN: L74110KA2014PLC176836

TAAL/SEC/2025-26

August 04, 2025

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 539956

Dear Sir / Madam,

Sub.: Submission of Annual Report of the Company for the Financial Year 2024-25

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report of the Company for the Financial Year 2024-25.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,
For **TAAL Enterprises Limited**

Aditya Shashikant Oza
Company Secretary & Compliance Officer

Encl: as above

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NOTICE OF 11TH ANNUAL GENERAL MEETING

Dear Shareholders,

I am pleased to invite you to the 11th Annual General Meeting ("AGM") of TAAL Enterprises Limited (the "Company") scheduled to be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Tuesday, August 26, 2025 at 12:00 p.m (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Notice of the meeting, containing businesses to be transacted along with Explanatory Statement thereon is enclosed herewith.

As per Section 108 of the Companies Act 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice before and during the meeting. The instructions for e-voting are enclosed herewith in AGM Notice.

Yours faithfully,

For TAAL Enterprises Limited

SD/-

Aditya Shashikant Oza
Company Secretary & Compliance Officer

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NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TAAL ENTERPRISES LIMITED WILL BE HELD ON TUESDAY AUGUST 26, 2025 AT 12:00 P.M. IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENT AS ON MARCH 31, 2025

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

“RESOLVED THAT the Audited Standalone Financial Statements for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered, approved and adopted.”

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENT AS ON MARCH 31, 2025

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

“RESOLVED THAT the Audited Consolidated Financial Statements for the financial year ended March 31, 2025 and the reports of the Auditors thereon, as circulated to Members, be and are hereby considered, approved and adopted.”

3. APPOINTMENT OF MR SALIL TANEJA (DIN: 00328668) AS EXECUTIVE DIRECTOR, LIABLE TO RETIRE BY ROTATION

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Salil Taneja (DIN: 00328668), Executive Director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit committee & Board of directors of the Company, M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) be and are hereby appointed as Statutory

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Auditors of the Company, to hold office for second term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company to be held in the financial year 2029-2030, at such remuneration as shall be fixed by the Board of Directors, plus tax(es) as may be applicable and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

5. APPOINTMENT OF SECRETARIAL AUDITOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the the members of the Company be and is hereby accorded for appointment of Mr. Anuj Nema ,Practising Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from financial Year 2025-26 till financial year 2029-30, to conduct a Secretarial Audit of the Company and to issue (i) the Secretarial Audit Report under Section 204 of the Act and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

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

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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6. APPOINTMENT OF MR. ANIL KUMAR SAHU (DIN: 09038050) AS AN INDEPENDENT DIRECTOR

To consider & if thought fit, to pass, with or without modification(s), following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anil Kumar Sahu (DIN: 09038050), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors, with effect from May 28, 2025 , and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for period of 5 consecutive years commencing from May 28, 2025 to May 28, 2030.

7. APPOINTMENT OF MR. NARAYAN VITHAL KARBHASE (DIN: 00228836) AS A NON- EXECUTIVE AND NON- INDEPENDENT DIRECTOR

To consider & if thought fit, to pass, with or without modification(s), following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder, Mr. Narayan Vithal Karbhase (DIN: 00228836) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 28, 2025 & who holds office upto the date of this Annual General Meeting in term of the Section 161 (1) of the Act, be and is hereby appointed as a Non- Executive Director (Non- Independent) of the Company to hold office for period of 5 consecutive years commencing from 28th May, 2025 to 28th May, 2030 & who shall be liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for the continuance of employment of Mr. Narayan Vithal Karbhase, who attains the age of 75 years as on October 10, 2025, as Non-Executive Director of the Company till the end of his tenure.

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8. TO CONSIDER AND APPROVE APPOINTMENT OF MR. SALIL TANEJA, AS MANAGING DIRECTOR OF THE COMPANY ALONG WITH OTHER TERMS AND CONDITIONS INCLUDING REMUNERATION

To consider & if thought fit, to pass, with or without modification(s), following resolution as special resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and such other approvals and sanctions as may be required, Approval of the members be and is hereby accorded to the redesignation and appointment of Mr. Salil Taneja (DIN: 00328668) as “Chairman and Managing Director” of the Company, liable to retire by rotation, for a period of five (5) years with effect from August 5, 2025 to August 5, 2030 on such terms and conditions including remuneration and perquisites, as recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors at their respective meetings held on August 4, 2025 with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof as mentioned hereunder and in the explanatory statement annexed to this Notice.

1. Tenure:

Mr. Salil Taneja to hold office of Managing Director of the Company for a period of 5 (five) years from August 5, 2025 to August 5, 2030.

2. Remuneration:

In terms of Schedule V to the Companies Act, 2013 (‘Act’) read together with Section 196, 197 and other applicable provisions of the Act and Rules made thereunder, and subject to the approval by the Members of the Company in Annual General Meeting and subject to other approvals, as may be required, the Managing Director shall be paid the following remuneration:

A. Salary:

The salary shall be Rs. 17,00, 000/- per month w.e.f August 5, 2025

B. Perquisites and other benefits:

In addition to the above, the Managing Director shall also be entitled to the following:

- i. Earned Leaves as per Rules of the Company.
- ii. Chauffeur driven Company maintained Car

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iii. Telephone at residence for official use.

iv. Gratuity at the rate of 15 days salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972.

v. Encashment of leave at the end of the tenure as per the rules of the Company.

C. Commission:

Mr. Salil Taneja shall also be entitled to commission not exceeding 5% of the Net Profits of the Company as per Section 198 of the Companies Act, 2013 such that the total remuneration shall not exceed 10% of the Net Profits of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Salil Taneja shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Salil Taneja be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT Mr. Salil Taneja, Managing Director be and is hereby designated as Whole-time Key Managerial Personnel of the Company in terms of Section 203 of the Act.

RESOLVED FURTHER THAT subject to approval of the members at ensuing AGM, Mr. Salil Taneja Shall be redesignated and appointed as Chairman and Managing Director of the Company w.e.f 5th August, 2025.

RESOLVED FURTHER THAT when re-elected as Director, on account of retirement by rotation, such re-election of Mr. Salil Taneja as Director shall not be deemed to constitute a break in his appointment as a Managing Director and that upon re-election, he shall continue to hold the office of Managing Director as hitherto.

RESOLVED FURTHER THAT a General Power of Attorney be issued to Mr. Salil Taneja in the capacity of Chairman and Managing Director shall stand binding on the Company and valid during his tenure of appointment and the same shall stand withdrawn upon Mr. Salil Taneja ceasing to be the Managing Director the Company.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with

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the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

By Order of the Board of Directors

For TAAL Enterprises Limited

SD/-

Aditya Shashikant Oza

Company Secretary

Date: August 04, 2025

Place: Pune

NOTES:

- 1) The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 09, 2023 and September 19, 2024 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circulars') have permitted the holding of the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM) during the calendar year 2020, 2021, 2022, 2023, 2024 upto September 30, 2025, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 11th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue
- 2) In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area, 7th Mile Hosur Road, Singasandra, Bangalore, South Bangalore-560068, Karnataka, India, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.

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- 3) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - 4) Generally, 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
 - 5) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and other applicable Regulations of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
 - 6) Pursuant to the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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 e-voting during the AGM will be provided by NSDL.
 - 7) The members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more Equity Shares), 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 serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
 - 8) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report for F.Y. 2024-25 has been uploaded on the website of the Company at www.taalent.co.in. The Notice can also be accessed from the websites 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) at www.evoting.nsdl.com.

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- 9) Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited at pune@in.mpms.mufg.com for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
- 10) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 11) The documents referred to in the notice of the AGM are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@taalent.co.in by **August 19, 2025**.
- 12) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the Cut-off date i.e **August 19, 2025**, may obtain the log in ID and password by sending a request at evoting@nsdl.co.in or at secretarial@taalent.co.in or at pune@in.mpms.mufg.com
- 13) Mr. Anuj Nema, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Company Secretary or the Chairperson. The Company Secretary shall declare the results of the voting forthwith and the same shall be placed on the website of the Company i.e., www.taalent.co.in in the results shall also be immediately submitted to the Bombay Stock Exchange (BSE).
- 14) The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/s. MUFG Intime India Private Limited. (Block No. 202, 2nd floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001).
- 15) The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.taalent.co.in, in the investor relations section, after the conclusion of the meeting at the earliest

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

The remote e-voting period begins on Thursday, August 21, 2025 at 09:00 A.M. and ends on Monday, August 25, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Tuesday, August 19, 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 Tuesday, August 19, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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.</p> <p>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</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site</p>

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. 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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email</p>

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	as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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
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.

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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:

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

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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 who's 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.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to anuj_nema@hotmail.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 or send a request to #(Mr. Sanjeev Yadav) at evoting@nsdl.com

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

1. In case shares are held in physical mode 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 secretarial@taalent.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (secretarial@taalent.co.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.

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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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (secretarial@taalent.co.in). The same will be replied by the company suitably.

SPEAKER REGISTRATION

1. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request at secretarial@taalent.co.in from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number on or before **August 19, 2025 (5:00 P.M. IST)**. Only those Members who have pre-registered themselves as a speaker will 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.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

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4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to the provisions of the Companies Act, 2013, the Central Government has taken "Green Initiative" by allowing companies to serve notice/ documents including Annual Reports by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. The members can also download these documents from Company's website i.e. www.taalent.co.in To support this "Green Initiative" in full measure, members who have not registered/ updated their email addresses so far, are requested to register/ update their e-mail addresses by sending e-mail to pune@in.mpms.mufg.com with subject as 'E-mail for Green Initiative' mentioning their Folio No./ Client ID. Members holding shares in Demat form may register/ update their e-mail addresses with the Depository through their concerned Depository Participant(s).

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

ITEM NO. 4

The First term of 5 consecutive year term of the existing statutory auditors of the Company viz. M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W), will complete at this Annual General Meeting ("AGM"). The Board at its meeting held on August 04, 2025, on recommendation of the Audit Committee, has recommended the appointment of M/s. V. P. Thacker & Co., Chartered Accountants (Firm Registration No. 118696W) as Statutory Auditors of the Company for a Second term of 5 (Five) consecutive years from conclusion of this AGM till the conclusion of 16th AGM, subject to the approval of members of the Company, at a remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs Only) for F.Y 2025-26, excluding taxes and reimbursement of expenses at actuals. The remuneration payable to M/s. V. P. Thacker & Co., Chartered Accountants, Statutory Auditors for the subsequent years of its term including the terms of appointment shall be decided mutually by the Board of directors and the Auditors upon the recommendations of the Audit Committee.

M/s. V. P. Thacker & Co. is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 118696W and is a peer reviewed audit firm. The firm was established in 1999 and is led by 8 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services, Corporate Finance Advisory, Risk Advisory to manufacturing/trading, service, banking and NBFC, etc including business services globally.

The Audit Committee considered various parameters viz. capability to serve a diverse and complex business landscape like that of the Company, audit experience in the Company's operating segments, technical knowledge etc., and found V. P. Thacker & Co to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the provisions of the Companies Act, 2013 ("Act"), M/s. V. P. Thacker & Co. has given consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditors in terms of Section 139 and 141 of the Act. The Board recommends the resolution at item no. 4 for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnels of the Company/ their relatives are concerned/ interested in this Resolution.

Item No. 5

Pursuant to the provisions of Section 204 of the Act, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Act, a report on secretarial audit given by a company secretary in practice.

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Further, Regulation 24A of the Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of five consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of five consecutive years and such an appointment/re-appointment is required to be approved by the Members of the Company at its annual general meeting, basis recommendation of the Board of Directors.

It further stipulates that any association of the individual or the firm as the secretarial auditor of the listed entity before March 31, 2025 is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 28, 2025, recommended the appointment of Mr. Anuj Nema, Practicing Company Secretary (Certificate of Practice No. 20646) (Peer Review No. 2051/2022), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

Mr. Anuj Nema Practicing Company Secretary, registered with The Institute of Company Secretaries of India and has Peer Review Certificate No. 2051/2022, issued by The Institute of Company Secretaries of India (ICSI). His expertise includes conducting secretarial audits, Due Diligence Audits, Compliance Audits etc.

Mr. Anuj Nema has given his consent to act as the Secretarial Auditor of the Company and have confirmed that his appointment, if made, will be within the limit specified under Section 204 of the Act. He also confirmed that he is not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the Listing Regulations.

In view of his qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint Mr. Nema as Secretarial Auditor of the Company. The Board of Directors approved a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) (excluding out of pocket expenses, if any, and applicable service tax) for the FY 2025-26. The remuneration payable to Mr. Anuj Nema for the subsequent years of his term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee, in consultation with Mr. Nema.

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ITEM NO. 6

The Board of Directors of the Company, at its meeting held on May 28, 2025, Pursuant to Section 149, 152 & 161 read with Schedule IV of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Anil Kumar Sahu (DIN: 09038050) as an Additional Director of the Company in the category of Independent Director for period of 5 consecutive years w.e.f 28th May, 2025, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Mr. Sahu holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Sahu confirming that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("Act") and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

Mr. Anil Sahu has done a Master's In Management Studies, Utkal University, Odisha – 1994 and Diploma in Computer Science. He has more than 30 years of rich experience in business development, strategic partnership, establishing new businesses, international marketing.

He has worked with various manufacturers in the past producing LSAW / HSAW Pipe, Seamless Pipes, ERW Pipes. He was heading international marketing team with major manufacturers viz. Welspun Corp. / MAN Industries / ISMT Ltd. Worked as CEO for Teras Piping Solutions to establish new business venture at UAE vide Teras Piping Solutions.

In the opinion of the Board, Mr. Sahu fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Your Board believes that Mr. Sahu's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance, business development, strategic partnership and marketing.

The terms and conditions of appointment of Independent Director will be open for inspection at the Registered office of the Company by any member during normal working hours and will also be available on the website of the company at www.taalent.co.in, subject to approval of the member for appointment at annual general meeting.

Save and except Mr. Anil Kumar Sahu and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

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The Board of Directors accordingly recommends the appointment and remuneration of Mr. Anil Sahu as Non-Executive Director as set out at Item No. 6 of the Notice for the approval of the Shareholders/Members as a Special Resolution.

ITEM NO. 7

The Board of Directors of the Company, at its meeting held on May 28, 2025, Pursuant to Section 149, 152 & 161 of the Companies Act, 2013 ('the Act') and other applicable provisions & on the recommendation of the Nomination and Remuneration Committee and in order to get more balanced composition of Board of Directors post-merger of the Company with its wholly owned subsidiary and to get additional expert advice, and mentorship to the Company's management, approved the appointment of Narayan Vitthal Karbhase (DIN: 00228836) as an Additional Director of the Company in the category of Non- Executive Director, liable to retire by rotation, for a period of five (5) years with effect from May 28, 2025, subject to the approval of Shareholders/Members.

Mr. N V Karbhase is a Member of the Institute of Company Secretaries of India and M. Com graduate. He has worked in various industries like sugar, heavy, engineering, auto components, steel, tube industry and NBFC & have more than 45 years of diversified experience in the areas of finance, taxation, SEBI, FEMA and corporate laws, corporate finance and corporate restructuring.

Considering the enormous diversified experience of Mr. Karbhase, the Board recommends his appointment as a Non-Executive Director for a term of 5 year.

Mr. Karbhase in the capacity of Non-Executive Director, will be entitled for sitting fees, subject to the overall limits prescribed under the provision of the Companies Act and SEBI Listing Regulations.

Mr. Narayan Vitthal Karbhase, who will be attaining the age of 75 years as on October 10, 2025, as Non-Executive Director of the Company, The approval of members of the Company is also required to allow him to hold the office of Director post appointment till end of his tenure once he attains the age of 75 years pursuant to Regulation 17(1A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Accordingly, Shareholders approval is sought for appointment of Mr. Narayan Vitthal Karbhase, Non-Executive Director for the period of 5 years w.e.f May 28, 2025.

Mr. Karbhase is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

Save and except Mr. Karbhase and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

The Board of Directors accordingly recommends the appointment and remuneration of Mr Narayan Vitthal Karbhase as Non-Executive Director as set out at Item No. 7 of the Notice for the approval of the Shareholders/Members as a Special Resolution.

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ITEM NO. 8

Mr. Salil Taneja was appointed as the whole-time director of the Company in its 8th Annual General Meeting to hold office upto September 30, 2025. However, considering Company's amalgamation order issued by NCLT on May 21, 2025 with its wholly owned subsidiary TAAL Tech India Pvt Ltd, the Nomination and Remuneration Committee, Audit committee and the Board has recommended to change his designation and appoint him as a Chairman and Managing Director of TAAL Enterprises Limited in their respective meetings held on August 04, 2025 on below mentioned terms and conditions:

1. Tenure:

Mr. Salil Taneja to hold office of Managing Director of the Company for a period of 5 (five) years with effect from August 05, 2025 to August 05, 2030.

2. Remuneration:

In terms of Schedule V to the Companies Act, 2013 ('Act') read together with Section 196, 197 and other applicable provisions of the Act and Rules made thereunder, and subject to the approval by the Members of the Company in Annual General Meeting and subject to other approvals, as may be required, the Managing Director shall be paid the following remuneration:

A. Salary:

The salary shall be Rs. 17,00, 000/- per month w.e.f August 05, 2025

B. Perquisites and other benefits:

In addition to the above, the Managing Director shall also be entitled to the following:

- i. Earned Leaves as per Rules of the Company.
- ii. Chauffeur driven Company maintained Car
- iii. Telephone at residence for official use.
- iv. Gratuity at the rate of 15 days salary for each completed year of service subject to the provisions of Payment of Gratuity Act, 1972.
- v. Encashment of leave at the end of the tenure as per the rules of the Company.

C. Commission:

Mr. Salil Taneja shall also be entitled to commission not exceeding 5% of the Net Profits of the Company as per Section 198 of the Companies Act, 2013 such that the total remuneration shall not exceed 10% of the Net Profits of the Company.

TAAL Enterprises Limited

Reg. Office: AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area,
7th Mile Hosur Road, Singasandra, Bangalore South, Bangalore-560068, Karnataka, India
Phone: 080-67300200, Website: www.taalent.co.in; E-mail: secretarial@taalent.co.in
CIN: L74110KA2014PLC176836

The aforesaid terms and conditions are subject to approval of the Members and such other approvals as may be required.

Salil Taneja aged 58 is currently Whole Time Director and Promoter of the TAAL Enterprises Limited. He is graduate in B.Sc in Mechanical Engineering from Case Western Reserve University, Ohio and a Master's in Public and Private Management from Yale University.

He has more than 25 years of work experience in industry and corporate management. He was earlier a Whole Time Director of Taneja Aerospace and Aviation Limited and the CEO of ISMT Limited. Prior to amalgamation of TAAL Tech India Pvt Ltd he was also the Managing Director of TAAL Tech India Pvt. Ltd. & currently Director at Taneja Aerospace and Aviation Limited.

Mr. Salil Taneja's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Managing Director would augur well for the future growth of the Company.

Subject to approval of the members to the said resolution given under item no. 8, Mr. Salil Taneja will be redesignated and appointed as Chairman and Managing Director of the Company w.e.f 5th August, 2025.

Whenever re-elected as Director, on account of retirement by rotation, such re-election of Mr. Salil Taneja as Director shall not be deemed to constitute a break in his appointment as a Managing Director and that upon re-election, he shall continue to hold the office of Managing Director as hitherto

Save and except Mr. Salil Taneja and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8.

The Board of Directors accordingly recommends the change in designation and approval of other of terms and conditions of Mr. Salil Taneja as set out at Item No. 8 of the Notice for the approval of the Shareholders/Members as a Special Resolution.

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DETAILED PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER:

Name of Director	Mr. Salil Taneja	Mr. Anil Kumar Sahu	Mr. Narayan Vitthal Karbhase
Age	58 years	55 years	74 years
Qualification	B. Sc. in Mechanical Engg. from Case Western Reserve University, Ohio, USA and Masters in Business Management specialised in finance and marketing from Yale University, USA.	Master's In Management Studies, Utkal University, Odisha – 1994 and Diploma in Computer Science.	Company Secretary and M. Com graduate.
Date of Re-appointment/ Appointment	Date of re-appointment as Whole time Director: May 30, 2022	Date of appointment as Additional director: May 28, 2025	Date of appointment as Additional director: May 28, 2025
Category	Executive Director	Independent Director	Non – Executive Director
Experience and Expertise in specific functional Area	He has more than 25 years of work experience in industry and corporate management. He was earlier a Whole Time Director of Taneja Aerospace and Aviation Limited and the CEO of ISMT Limited. Prior to amalgamation of TAAL Tech India Pvt Ltd he was also the Managing Director of TAAL Tech India Pvt. Ltd. & is currently Director at Taneja Aerospace and Aviation Limited.	Mr. Anil Sahu has more than 30 years of rich experience in business development, strategic partnership, establishing new businesses, international marketing. He has worked with various manufacturers in the past producing LSAW / HSAW Pipe, Seamless Pipes, ERW Pipes. He was heading international marketing team with major manufacturers viz. Welspun Corp. / MAN Industries / ISMT Ltd. Worked as CEO for Teras Piping Solutions to establish new business venture at UAE vide Teras Piping Solutions.	Mr. N V Karbhase is a Member of the Institute of Company Secretaries of India and M. Com graduate. He has worked in various industries like sugar, heavy, engineering, auto components, steel, tube industry and NBFC & have more than 45 years of diversified experience in the areas of finance, taxation, SEBI, FEMA and corporate laws, corporate finance and corporate restructuring.

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Disclosure of inter-se relationships between directors and KMPs.	None	None	None
Equity Shareholding of Directors as on March 31, 2025	1237	Nil	Nil
Listed entities (other than The TAAL Enterprises Ltd) in which Directors holds directorship and committee membership	Taneja Aerospace & Aviation Ltd. Corporate Social Responsibility Committee: Member	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Key terms and conditions of appointment	Liable to retire by rotation & other terms and conditions as mentioned in Item no. 8 of Notice and explanatory statement	Not liable to retire by rotation & other terms and conditions as mentioned in Item no. 6 of Notice and explanatory statement	Liable to retire by rotation & other terms and conditions as mentioned in Item no. 7 of Notice and explanatory statement
No. of Board Meetings attended in (FY 2024-25)	4	N.A	N.A

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CIN: L74110KA2014PLC176836

DETAILED PROFILE OF THE AUDITOR'S SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER:

Sr. No.	Particulars	Statutory Auditor's	Secretarial Auditor's
1.	Name of Auditor	M/s. V. P. Thacker & Co. is a Chartered Accountant	Mr. Anuj Nema, Practicing Company Secretary
2.	Reason for Change viz. appointment, re - appointment, resignation, removal, death or otherwise;	Appointment of M/s. V. P. Thacker & Co., Chartered Accountant as Statutory Auditor of the Company for the Second term of 5 consecutive years.	Appointment of Mr. Anuj Nema as Secretarial Auditor of the Company for a term of 5 consecutive years.
3.	Date and term of Appointment	For a second term of 5 consecutive years from the conclusion of ensuing 11 th AGM, from F.Y 2025-26 to F.Y 2029-30	For a period of 5 consecutive years from the conclusion of ensuing 11 th AGM, from F.Y 2025-26 to F.Y 2029-30
4.	Brief Profile	M/s. V. P. Thacker & Co. is a Chartered Accountant firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. FRN 118696W and is a peer reviewed audit firm. The firm was established in 1999 and is led by 8 partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant presence in providing auditing, taxation & advisory services, Corporate Finance Advisory, Risk Advisory to manufacturing/trading, service, banking and NBFC, etc including business services globally.	Mr. Anuj Nema, is a qualified Company Secretary (Membership No. 39389, Certificate of Practice No. 20646) having core expertise in Corporate Laws and matters relating to Securities and Exchange Board of India. He has an experience of more than 10 years in corporate and whole-time practice. He has been dealing in providing professional and consultancy services in the field of corporate laws, securities laws and other allied laws. Other integrated services offered to the clients are Incorporation, Secretarial Audit, NCLT documentations, Due Diligence, Certification, XBRL filings, Scrutinizer Services, MSME & GST Compliances.

TAAL Enterprises Limited

Annual Report 2024-25

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Salil Taneja	- Chairman
Mr. Shyam Powar	- Director
Mr. Arvind Nanda	- Director
Ms. Deepa Mathur	- Director
Mr. Narayan Karbhase	- Additional Director (w.e.f 28 th May, 2025)
Mr. Anil Kumar Sahu	- Additional Director (w.e.f 28 th May, 2025)

CHIEF FINANCIAL OFFICER

Mr. Sudishkumar Kuttappan Nair

COMPANY SECRETARY

Ms. Priya Chouksey (Upto. 30th September, 2024)

Mr. Aditya Oza (w.e.f. 15th November, 2024)

AUDITORS

M/s. V. P. Thacker & Co., Chartered Accountants

BANKERS

Punjab National Bank

ICICI Bank

HDFC Bank

REGISTERED OFFICE & WORKS

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CIN: L74110KA2014PLC176836

REGISTRAR & SHARE TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)

TAAL Enterprises Limited

BOARDS' REPORT

To,

The Members,

TAAL Enterprises Limited

Your Directors present herewith the Eleventh Annual Report along with Audited Financial Statements of the Company for the financial year ended March 31, 2025.

FINANCIAL HIGHLIGHTS (Rs. in Lakhs)

Particulars	Standalone	
	Financial Year	
	2024-25	2023-24
Total Income	1,057.45	345.07
Expenditure	130.05	120.12
Profit/(Loss) after Tax	896.23	165.78

OPERATIONS

During the year under review, the total income of the Company was Rs. 1057.45 Lakhs as compared to Rs. 345.07 Lakhs during the previous year. The Profit after tax for the year was Rs. 896.23 Lakhs as compared to a profit of Rs. 165.78 Lakhs during the previous year.

TRANSFER TO RESERVES

During the year, the Company has not transferred any amount to General Reserves.

DIVIDEND

The Board of Directors of the Company had declared Interim Dividend during the Financial Year 2024-25 as follows:

1st interim dividend of Rs. 25/- (Twenty-Five Rupees only) on each fully paid 31,16,342 equity shares of Rs. 10/- each amounting to Rs. 7,79,08,550/- during the Financial Year 2024-25.

The interim dividend was paid to those members of the Company whose names appeared in the Register of Members of the Company as on August 23, 2024.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Directors

Your Company's Board of Directors as on the financial year ended March 31, 2025 comprises of 4 (four) including 1 (One) Executive Director (25%) as a Chairman, 3 (Three) Independent Directors (75%) including a Woman Director & Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees or reimbursement of expenses, if any incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

In accordance with the provisions of the Companies Act, 2013 ('Act') and the Articles of Association of the Company, Mr. Salil

Taneja retires by rotation and being eligible, offers himself for re-appointment.

The Independent Directors of the Company had given a declaration pursuant to Section 149(7) of the Act.

The annual performance evaluation has been done by the Board of its own performance and that of its committees and individual Directors based on the criteria for evaluation of performance of Independent Directors and the Board of Directors and its Committees as approved by the Nomination and Remuneration Committee which the Board found to be satisfactory.

The Board is of the opinion that the Independent Directors of the Company possess adequate proficiency, experience, expertise and integrity to best serve the interest of the Company.

The brief resume of the Directors proposed to be appointed/re-appointed is given in the notice convening the AGM.

B. Key Managerial Personnel

Ms. Priya Chouksey resigned from the position of Company Secretary and Compliance Officer with effect from September 30, 2024 and

Mr. Aditya Shashikant Oza was appointed and designated as Company Secretary and Compliance Officer with effect from November 15, 2024.

The details of Key Managerial Personnel as on March 31, 2025 are as below:

Sr. No.	Name	Designation
1	Mr. Salil Taneja	Chairman & Whole-Time Director
2	Mr. Sudishkumar Kuttappan Nair	Chief Financial Officer
3	Mr. Aditya Shashikant Oza	Company Secretary and Compliance Officer

The Composition of Board of Directors of the Company and attendance at the Board meetings is as follows:

Name of the Director	Category	No. of Board Meetings attended during F.Y 2024-25
Mr. Salil Taneja	Whole Time Director	4
Mr. Arvind Nanda	Independent Director	4
Mr. Shyam Powar	Independent Director	3
Ms. Deepa Mathur	Independent Director	4

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

As oAs on 31st March, 2025, The Company had one (1) direct

and three (3) indirect subsidiaries. Pursuant to the approval of Scheme of Amalgamation of Company with its wholly owned subsidiary Company i.e. TAAL Tech India Private Limited by National Company Law Tribunal Bengaluru Bench with its order dated 21st May, 2025, TAAL Tech India Private Limited has been amalgamated with TAAL Enterprises Limited w.e.f 27th June, 2025(Effective date) and The Company as on date of this report has only three (3) Subsidiaries.

In accordance with Section 129(3) of the Act, a statement containing salient features on performance and financial position of the subsidiaries in Form AOC-1 is provided in the Financial Statements forming part of this Annual Report.

The Company has framed a Policy for determining Material Subsidiaries which is available on its website www.taalent.co.in.

TAAL Tech India Private Limited (TTIPL) was the largest operating subsidiary of the Company and Post merger the business of this company will be coincided completely with the TAAL Enterprises Ltd.

PUBLIC DEPOSITS

During the year under review, Your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the SEBI (LODR) Regulations, 2015 a separate section on Management Discussion & Analysis is forming part of this Report.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15(2) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, and amendments thereof, the provisions relating to Corporate Governance Report were not applicable to the Company during the Financial Year ended 2024-25.

CORPORATE SOCIAL RESPONSIBILITY

The Company has duly complied with the Section 135 of the Act and the applicable rules thereunder.

Annual Report on CSR Activities for the Financial Year ended March 31, 2025 forms the part of this Report as '**Annexure A**'.

BOARD MEETINGS

During the year under review 4 Board Meetings were held as under:

Sr. No.	Date of Meeting
1	May 30, 2024
2	August 14, 2024
3	November 12, 2024
4	February 11, 2025

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE AND VIGIL MECHANISM

The present composition of Audit Committee is as follows:

Name of Director	Chairman/ Member
Mr. Shyam Powar	Chairman
Ms. Deepa Mathur	Member
Mr. Arvind Nanda	Member

The Whistle Blower Policy/Vigil Mechanism of the Company as established by the Board is available on its website www.taalent.co.in.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, your Directors make the following statement:

- that in preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies & applied them consistently & made judgments & estimates, that are reasonable & 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 March 31, 2025 and of the profit of the Company for that period;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud & other irregularities;
- that the Directors have prepared the annual accounts on a going concern basis;
- that the directors have laid down Internal financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- that the directors have devised proper systems to ensure compliance with provisions of all applicable laws & that such systems were adequate & operating effectively.

ANNUAL RETURN

As per Section 134(3)(a) of the Companies Act, 2013, the Annual Return referred to in Section 92(3) has been placed on the website of the Company at www.taalent.co.in.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars as required under Section 134(3)(m) of the Act is forming part of this Report as '**Annexure B**'

TAAL Enterprises Limited

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and the criteria for performance evaluation as laid down by Nomination and Remuneration Committee has been defined in the Nomination and Remuneration Policy. The said policy is available on its website at www.taalent.co.in

Details pertaining to Section 197(12) of the Act read with rules framed thereunder forms part of this report as '**Annexure C**'.

The details of employees in terms of Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

However, in terms of Section 136 of the Act, the Annual Report is being sent to the members and others entitled thereto. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member may write to the Company at secretarial@taalent.co.in.

AUDITORS

A. STATUTORY AUDITORS

Pursuant to Section 139 of the Companies Act, 2013 (the 'Act') and the Rules framed thereunder, the Shareholders of the Company at the 6th Annual General Meeting (AGM) held on September 30, 2020, approved the appointment of M/s. V P Thacker & Co., Chartered Accountants, (Firm Registration No. 118696W) as the Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years till the conclusion of 11th AGM of the Company.

B. SECRETARIAL AUDITOR

Pursuant to Section 204 of the Act and the Rules made thereunder, the Board of Directors had appointed Mr. Anuj Nema, Practicing Company Secretary for conducting the Secretarial Audit of the Company for the financial year 2024- 25.

The Report of the Secretarial Audit in Form MR - 3 is annexed here with as an **Annexure 'D'** to this Report.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors in their audit report for the year ended March 31, 2025. All the observations made by the Secretarial Auditor in the said audit report, are self-explanatory and do not call for any further comments.

C. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the

Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Loans, Guarantees & Investments covered under Section 186 of the Act has been given in Notes to Financial Statements forming part of this Annual Report.

RISK MANAGEMENT

The Company has a robust risk management framework to identify and mitigate risks arising out of internal as well as external factors.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to the Financial Statements are commensurate with the size and nature of business by virtue of internal audit of the Company. Internal Audits are periodically conducted by an external firm of Chartered Accountants who monitor and evaluate the efficiency and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Board also takes review of internal audit functioning and accounting systems, in order to take suitable corrective actions in case of any deviations.

During the year, such controls were tested by the Statutory Auditors and no material weakness in control design of operations were observed by them.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which were either not at an arm's length or not in the ordinary course of business & further could be considered material in accordance with the policy of the Company on materiality of related party transactions.

As stipulated by Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of Related Party Transactions are given in Form No. AOC - 2 as **Annexure 'E'** and the same form an integral part of this report and particulars of Related Party Transactions in terms of Ind AS-24 are forming part of the enclosed financial statements.

SECRETARIAL STANDARDS

The Ministry of Corporate Affairs notified the Secretarial Standard on Meetings of the Board of Directors (SS- 1), Secretarial Standard on General Meetings (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4). The Company complies with Secretarial Standards and guidelines issued by the Institute of Company Secretaries of India (ICSI).

GENERAL

1. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future except that the Hon'ble National Company Law Tribunal, Bengaluru Bench vide order dated 21st May 2025 sanctioned the Scheme of Amalgamation of Taal Tech India Private Limited (Transferor Company) with Taal Enterprises Limited (Transferee Company) with effect from the appointed date of 1st April 2023 which became effective as on 27th June, 2025 after filing of the said order copy with Registrar of the Companies, Bengaluru by both the Companies.
2. There was no change in the authorized as well as paid up share capital of the Company during the year under review. Further Pursuant to the said Scheme of Amalgamation of Taal Tech India Private Limited (Transferor Company) with Taal Enterprises Limited (Transferee Company) coming into effect from 27th June, 2025, the authorized share capital of the Company has been increased to Rs. 6,00,00,000/- divided into 60,00,000 (Sixty Lakhs) equity shares of Rs.10/- (Rupee Ten only) each and consequently, the Capital Clause of the Memorandum of Association of the Company has also been amended accordingly. The copy of Memorandum of Association and Articles of Association of Company has been placed on the Website of the Company which can be accessed from www.taalent.co.in
3. The provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was not applicable to the Company during the year under review.
4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013.

5. In terms of provisions of Section 148 of the Act read with Rule 3 of Companies (Cost Record and Audit) Rules, 2014, the Company is not required to maintain the cost records for the Financial Year 2024-25.
6. It is to confirm that, No provisions of The Maternity Benefit Act, 1961, were applicable to the Company for the Financial Year 2024-25.

REGISTRAR AND SHARE TRANSFER AGENT

Shareholders may contact Registrar and Share Transfer Agent of the Company at the following address:

MUFG Intime India Private Limited
Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, off. Dhole Patil Road, Pune – 411001, Maharashtra
Tel.: 020-46014473 Fax: 020- 26163503
E-mail: umesh.sharma@in.mpms.mufig.com,
pune@in.mpms.mufig.com

ACKNOWLEDGEMENTS

The Directors take this opportunity to thank their Customers, Bankers, Vendors, Aviation authorities, Government and regulatory authorities and all other stakeholders for their valuable sustained support. The Directors also express their deep appreciation to all the employees for their hard work, dedication and Commitment.

For and on behalf of Board of Directors

Date: August 04, 2025
Place: Pune

Salil Taneja
Chairman & Whole Time Director

TAAL Enterprises Limited

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure and Developments:

We are pleased to inform you that, the Hon'ble National Company Law Tribunal, Bengaluru Bench vide order dated May 21, 2025 has sanctioned the Scheme of Amalgamation of TAAL Tech India Private Limited (Transferee Company) with the TAAL Enterprises Limited (Transferor Company) with effect from 27th June, 2025. TAAL Enterprises Limited is now, effectively, an ER&D company providing Engineering Design services across a wide range of domains including Plant Engineering, Product Engineering, Architecture and Building Information Modeling. Your company has a strong and loyal customer base primarily in the U.S. and in Europe and is committed to build long term relationships.

Environmental responsibility

Your Company has adopted a measured approach to reducing greenhouse gas (GHG) emissions as part of its environmental, social, and governance (ESG) strategy. We are making active choices to reduce our environmental impact including our carbon emission.

Opportunities, Threats, Risk and Concerns:

Outlook:

We have a diversified presence in the Engineering domain both from a customer as well as capability perspective. Hence we are well hedged against demand fluctuations in the market. At the current time your company is seeing a good demand for its services and is well poised to take advantage of this situation. We are making careful investments in increasing both our sales network as well as our delivery capabilities.

Internal Control Systems and their adequacy:

Our internal control systems are designed to ensure that financial records are conservative and reliable. The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

Financial Performance:

The financial performance of the Company for Financial Year 2024-25 as Compared to the corresponding previous year is given below:

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Total Income	1,057.45	345.07
Profit/(Loss) before exceptional items and tax	927.40	224.95
Profit/(Loss) before tax	927.40	224.95
Profit/(Loss) after tax	896.23	165.78
Earnings Per Share	28.76	5.32

As on March 31, 2025, the Company had one material subsidiary viz. TAAL Tech India Pvt. Ltd. ('TTIPL') engaged in providing ER&D Services customized to the specific needs of every individual customer.

The Financial Performance of TTIPL for the Financial Year 2024-25 as compared to the corresponding previous year is given below:

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Total Income	19,766.30	19,485.52
Expenditure	13,136.41	14,684.41
Profit Before Tax	6,629.89	4,801.11
Profit After Tax	4,874.87	3,549.43

Human resources management

Human Resource Management is critical to the successful functioning of our Company. Therefore it is our endeavour to nurture a high performance culture with a clear focus on efficiency, innovation, and talent growth.

Key Financial Ratios:

In accordance with the Listing Regulations, as amended, the Company is required to provide details of significant changes (Change of 25% or more as compared to the immediately previous financial year) in key sector specific financial ratios. The Company has identified the following ratios as key financial ratios:

Particulars	2024-25	2023-24	Change
Debtors Turnover	-	-	-
Inventory Turnover	-	-	-
Interest Coverage Ratio	-	-	-
Current Ratio	16.67%	19.95%	-18.00%
Debt Equity Ratio	-	-	-
Operating Profit Margin (%)	-	-	-
Net Profit Margin (%)	84.75%	48.04%	43.00%
Return on Net Worth (%)	48.10%	9.49%	80.00%
Return on Equity (%)	0.48%	0.10%	79%

- a) Net Profit Margin ratio, Return on Net Worth, return on equity was impacted as i) There is a dividend income received in current year as compared to previous year and ii) increase in fair value of investment made during the year.

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include demand-supply conditions, changes in Government regulations, tax regime, economic developments within the country and other factors such as litigation.

Annexure 'A' to the Board's Report

Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year ended March 31, 2025

{Pursuant to Section 135 of Companies Act, 2013 and as per the annexure attached to Companies (Corporate Social Responsibility) Rules, 2014}

1. Brief outline on CSR Policy of the Company:

The Corporate Social Responsibility Policy of the Company has been developed in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

As per the CSR Policy, Company can undertake any of the program or activities as mentioned in Schedule VII of the Companies Act, 2013 and which will include any modification or amendment thereof. The CSR policy of the Company is placed on the website of the Company at <https://www.taalent.co.in>

2. Composition of CSR Committee: Not Applicable

3. Weblink where Composition of CSR committee, CSR policy and CSR projects approved by the board are disclosed on the website of the company:

CSR Policy: <https://www.taalent.co.in>

CSR Committee: Not Applicable

CSR Reports: Not Applicable

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable- Not Applicable

5. Details:

(a) Average net profit of the company as per section 135(5)	Rs. 81,22,761
(b) Two percent of average net profit of the company as per section 135(5)	Rs. 1,62,455
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d) Amount required to be set off for the financial year, if any	Nil
(e) Total CSR obligation for the financial year (b + c – d).	Rs. 1,62,455

6. Details

(a) Amount spent on CSR Projects:	
(i) On going Project	Nil
(ii) Other than ongoing Project	Rs. 2,12,455
(a) Amount spent in Administrative Overheads.	Nil
(b) Amount spent on Impact Assessment, if applicable.	Nil
(c) Total amount spent for the Financial Year [(a)+(b)+(c)].	Rs. 2,12,455

(e) CSR amount spent for the Financial Year:

Total Amount Spent for the Financial Year (in)	Amount Unspent (Rs. In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 2,12,455	-	-	-	-	-

TAAL Enterprises Limited

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

Sl. No.	Particular	Amount (in Rs.)
i	Two percent of average net profit of the company as per sub-section (5) of section 135	1,62,455
ii	Total amount spent for the Financial Year	2,12,455
iii	Excess amount spent for the Financial Year [(ii)-(i)]	50,000
iv	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
v	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	50,000

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

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

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

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

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

Date:	(Chief Executive Officer or Managing Director or Director	Chairman CSR Committee	(Person specified under clause (d) of sub-section (1) of section 380) (Wherever applicable)
Place:			

For and on behalf of Board of Directors

Date: August 04, 2025

Place: Pune

Salil Taneja

Chairman & Whole Time Director

Annexure 'B' to the Board's Report

Information required under Section 134(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for the Financial Year Ended on March 31, 2025

I. Conservation of energy:

- The steps taken or impact on conservation of energy: The Company is a low energy consumer.
- The steps taken by the Company for utilizing alternate sources of energy: NA.
- The capital investment on energy conservation equipment's: Nil

II. Technology absorption:

- The efforts made towards technology absorption: NA.
- The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –
 - The details of technology imported- Nil

- The year of import- Nil
- Whether the technology been fully absorbed- Nil
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof- Nil
- The expenditure incurred on Research and Development:

(Rs. In Lakhs)

Sr. No	Particulars	2024-25	2023-24
i)	Capital Expenditure	Nil	Nil
ii)	Recurring Expenditure	Nil	Nil
	Total	Nil	Nil
	Total R&D as a percentage to turnover	Nil	Nil

III. Foreign exchange earnings and Outgo:

- During the year, foreign exchange earnings including advance received - Nil
- Foreign Exchange outgo during the year in terms of actual outflows - Nil

Annexure 'C' to the Board's Report

Details pertaining to remuneration pursuant to Section 197(12) of the Companies Act, 2013 read with Rules thereunder:

1. The Ratio of remuneration of each Director to median remuneration of employees of the Company for the Financial Year 2024-25:

Sr. No	Name of Directors and Designation	Ratio of the remuneration of each director to the median remuneration of the employees of the company
1.	Mr. Salil Taneja, Chairman & Whole Time Director	0.60
2.	Mr. Shyam Powar, Independent Director	0.24
3.	Mr. Arvind Nanda, Independent Director	0.32
4.	Ms. Deepa Mathur, Independent Director	0.32

2. The percentage increase in remuneration of each Director and Company Secretary in the Financial Year 2024- 25

Sr. No.	Name of Directors/ KMP and Designation	Designation	% Increase/ (Decrease) in the Remuneration (Including sitting fees paid to the Directors)
1	Mr. Salil Taneja	Whole Time Director	0.95
2	Mr. Shyam Powar	Independent Director	0.71
3	Mr. Arvind Nanda	Independent Director	1.07
4	Ms. Deepa Mathur	Independent Director	0.78
5	Mr. Sudishkumar Kuttappan Nair	Chief Financial Officer	0.53
6	Ms. Priya Chouksey	Company Secretary and Compliance Officer (upto September 30, 2024)	2.48
7	Mr. Aditya Shashikant Oza	Company Secretary and Compliance Officer w.e.f November 15, 2024	Nil

3. The median remuneration of employees of the Company during the Financial Year 2024-25 was Rs 5.02 Lacs per annum.
4. During the Financial Year under review, there was slight increase in the median remuneration of employees.
5. Average percentage increase made in the salaries of employees as well as the Managerial Personnel in the last Financial Year i.e., 2024-25 was very nominal. There were four permanent employees on the rolls of the Company during the financial year.
6. It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

Information of Employees pursuant to Section 197(12) of the Companies Act, 2013, read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The names and other particulars of Top 10 employees and such other employees drawing remuneration in excess of the limits set out under section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. However, in line with the provisions of Section 136(1) of the Act, the Report and Accounts as set out therein, are being sent to all Members of your Company excluding the aforesaid information about the employees. Any Member, who is interested in obtaining these particulars about employees, may write to the Company Secretary at secretarial@taalent.co.in.

TAAL Enterprises Limited

Annexure 'D' to the Board's Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,

The Members,

Taal Enterprises Limited (CIN: L74110KA2014PLC176836)

AKR Tech Park, 3rd Floor, C Block, Sy # 112 Krishna Reddy Industrial Area, 7th Mile Hosur Road, Singasandra, Bangalore, Bangalore South, Karnataka, India, 560068

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Taal Enterprises Limited having CIN L74110KA2014PLC176836 (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2025 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended March 31, 2025 and made available to me, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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 as there was no reportable event during the financial year under review;

5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable as there was no reportable event during the financial year under review;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable as there was no reportable event during the financial year under review;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable as there was no reportable event during the financial year under review;
- 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 as there was no reportable event during the financial year under review;
- h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; Not Applicable as there was no reportable event during the financial year under review; and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Other general and industry specific laws applicable to the Company were out of the scope of this report.

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS) issued by The Institute of Company Secretaries of India (ICSI) and the Listing Agreement entered into by the Company with the Stock Exchange, BSE Ltd, Mumbai.

I report that, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above subject to following observation:

I further report that, the Board of Directors has approved the

Scheme of Amalgamation ('Scheme') of the Company TAAL Enterprises Limited ('Transferee Company') and TAAL Tech India Private Limited ('Transferor Company') in their meeting held on October 18, 2022. In furtherance, NCLT, Bengaluru Bench allowed Company to file various motion applications and vide its final order dated May 21, 2025 has sanctioned the scheme of amalgamation w.e.f. the appointed date April 1, 2023.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except that of meeting held on

shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the Meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, based on the information provided and the representation made by the Company and also on the review of the Compliance certificates/reports taken on record by the Board of Directors of the Company. In my opinion 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.

ANUJ NEMA
Practising Company Secretary

ACS: 39389/CP: 20646
Place: Vidisha UDIN: A039389G000461131
Date: May 27, 2025 Peer Review Certificate No.2051/2022

TAAL Enterprises Limited

ANNEXURE - A

To,

The Members,

TAAL Enterprises Limited

(CIN: L74110KA2014PLC176836)

AKR Tech Park, 3rd Floor, C Block, Sy #112 Krishna Reddy Industrial Area, 7th Mile Hosur Road, Singasandra, Bangalore South, Karnataka, India, 560068

Auditor's responsibility

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted audit in accordance with the Auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the Auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

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

ANUJ NEMA
Practising Company Secretary

ACS: 39389/CP: 20646
Place: Vidisha **UDIN: A039389G000461131**
Date: May 27, 2025 **Peer Review Certificate No.2051/2022**

Annexure 'E' to the Board's Report

FORM NO. AOC.2

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

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

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

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

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

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

For and on behalf of the Board
TAAL Enterprises Limited

Salil Taneja
Chairman & Whole Time Director
DIN: 00328668

August 04, 2025
Pune

TAAL Enterprises Limited

INDEPENDENT AUDITOR'S REPORT

To The Members of

TAAL Enterprises Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of TAAL Enterprises Limited ("the Company"), which comprise the Standalone Balance sheet as at 31 March, 2025, the Standalone Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies considering amendments in IND AS 1 and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("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 Company (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 31 March, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Emphasis of Matter

We draw attention to Note 33 to the financial statements, which describes that the Hon'ble National Company Law Tribunal (NCLT) has, vide its order dated 21 May 2025, approved the Scheme of Merger between TAAL Tech India Private Limited and TAAL Enterprises Limited. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

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

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

The Company's Management and Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management for the Standalone Financial Statements

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

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's

ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to

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

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represents the underlying transactions and events in a manner that achieves fair presentation.

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 Standalone Financial Statements of the current year 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. A) As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Standalone Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from

being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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 have been 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, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented that, to the best of its knowledge and belief,

no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.
 - v. There is no dividend declared or paid during the year by the Company. Thus, compliance with Section 123 of the Act is not applicable.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same 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 audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention for FY 2024-25.
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 the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala
Partner
Membership No.108053
UDIN: 25108053BMIPUB8556

Place: Mumbai
Date: 28 May 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 over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

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

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the 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 Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting

was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the Standalone Financial Statements.

TAAL Enterprises Limited

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at 31 March 2025, based on the criteria for internal financial control over financial reporting 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 V. P. Thacker & Co.

Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala

Partner

Place: Mumbai
Date: 28 May 2025

Membership No.108053
UDIN: 25108053BMIPUB8556

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of TAAL Enterprises Limited of even date]

According to the information and explanations given to us, and the basis of our examination of the records of the Company 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 has no intangible assets. Accordingly, clause 3(i)(b)(B) of the Order is not applicable.

All property, plant and equipment have been physically verified by the management annually which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.

There are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

- ii. a. The Company is a service company. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable
- b. The company has not been sanctioned any working capital limit from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable.
- iii. a. The company has not made investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties. Accordingly, clause 3(iii)(a) to 3(iii) (f) is not applicable.
- iv. The Company has not given any loans, or provided guarantees or securities, as specified under section 185 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made and loans given. The Company has not provided security and guarantees as specified under section 186 of the Companies Act, 2013.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. a. Amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident fund, Employees’ State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Profession tax. No undisputed amounts payable in respect of these statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- b. There are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable.
- ix. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3 (ix) (c) of the Order is not applicable.
- d. On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e. According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- f. The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associate or joint ventures and

accordingly, reporting on clause 3(ix)(f) of the Order is not applicable for the year under report.

- x. a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting on clause 3(x)(a) of the Order is not applicable to the Company.
- b. During the year the, Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3 (x) (b) of the Order is not applicable to the Company.
- xi. a. Based on examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there were no whistle blower complaints received by the company during the year. Accordingly, clause 3(xi) (c) of the Order is not applicable.
- xii. The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. All the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the Standalone Financial Statements as required by the applicable Accounting Standard. Omnibus approval for related party transaction pertaining to FY 2024-25 would be taken on board meeting held on 28 May 2025 (Refer note no. 25 to the standalone financial statements)
- xiv. a. The Company has an internal audit system commensurate with the size and nature of its business.
- b. The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- xvi. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- b. The Company is not required to be registered under

Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- d. According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the 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 the 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. There are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala
Partner

Place: Mumbai
Date: 28 May 2025

Membership No.108053
UDIN: 25108053BMIPUB8556

BALANCE SHEET AS AT MARCH 31, 2025

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipments	4	31.39	45.66
Right of use of assets	5	17.27	25.57
Financial assets			
Investments	6	85.00	85.00
Other financial Assets	7	97.90	74.70
Total Non-current assets		231.56	230.93
Current assets			
Financial assets			
Investments	6	350.47	267.84
Cash and cash equivalents	8	25.50	31.94
Bank balances other than cash and cash equivalents	9	1,259.15	1,222.29
Current tax assets (net)	10	79.85	1.41
Other current assets	11	56.72	102.48
Total Current assets		1,771.69	1,625.96
Total Assets		2,003.25	1,856.89
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	311.63	311.63
Other equity	13	1,551.72	1,434.58
Total Equity		1,863.35	1,746.21
Liabilities			
Non-current liabilities			
Lease liabilities	14	17.75	25.03
Deferred tax liabilities (net)	22	17.77	4.16
Total Non-Current liabilities		35.52	29.19
Current liabilities			
Financial liabilities			
Other financial liabilities	15	99.96	76.66
Lease liabilities	14	3.33	3.47
Other current liabilities	16	1.09	1.36
Total Current liabilities		104.38	81.49
Total Liabilities		139.90	110.67
Total Equity and Liabilities		2,003.25	1,856.89
Summary of material accounting policies	2		
The accompanying notes are an integral part of the standalone financial statements			

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Salil Taneja
Chairman
DIN: 00328668

Sudishkumar Kuttappan Nair
Chief Financial Officer

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place : Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

TAAL Enterprises Limited

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

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations		-	-
Other income	17	1,057.45	345.07
Total Income		1,057.45	345.07
Expenses			
Employee benefits expense	18	40.13	31.25
Finance costs	19	6.12	5.04
Depreciation and amortization expense	20	22.56	21.87
Other expenses	21	61.24	61.96
Total Expenses		130.05	120.12
Profit / (Loss) before exceptional items and tax		927.40	224.95
Profit / (Loss) before tax		927.40	224.95
Income-tax expense:	22		
Current tax		17.56	53.32
Adjustment relating to earlier years		-	1.69
Deferred tax		13.61	4.16
Total Income-tax expense		31.17	59.17
Profit / (Loss) for the year		896.23	165.78
Other Comprehensive Income		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive income / (loss) for the year		896.23	165.78
Earnings per share	23		
Basic earnings / (loss) per share (INR)		28.76	5.32
Diluted earnings / (loss) per share (INR)		28.76	5.32
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the standalone financial statements			

As per our report of even date attached.

For V. P. Thacker & Co.

Chartered Accountants

Firm Registration No. 118696W

For and on behalf of the Board of Directors of

TAAL Enterprises Limited

CIN : L74110KA2014PLC176836

Abuali Darukhanawala

Partner

Membership No. 108053

Place: Mumbai

Date: May 28, 2025

Salil Taneja

Chairman

DIN: 00328668

Place: Pune

Date: May 28, 2025

Sudishkumar Kuttappan Nair

Chief Financial Officer

Place : Bengaluru

Date: May 28, 2025

Aditya Shashikant Oza

Company Secretary

Membership No. A75104

Place: Pune

Date: May 28, 2025

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

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Cash flow from Operating activities		
Profit / (loss) before tax	927.40	224.94
Adjustments for:		
Depreciation - Right of use of assets	8.29	8.24
Depreciation - Property, plant & equipments	14.26	13.63
Dividend income	(892.50)	-
Interest income	(82.32)	(83.05)
Lease liability - Ind AS	2.50	4.15
Gain on changes in fair value of investments (Mutual funds)	(82.63)	(25.60)
Operating profit / (loss) before working capital changes	(105.00)	142.32
Changes in working capital		
Increase / (decrease) in trade and other payables	36.64	(236.84)
Decrease / (increase) in trade and other receivables	11.30	(46.10)
Cash generated from / (used in) operations	(57.06)	(140.62)
Income-tax (paid) / refund (Net)	(97.41)	95.35
Net cash flow from / (used in) Operating activities (A)	(154.47)	(45.27)
Cash flow from Investing activities		
Payment towards Property, plant and equipments	-	(57.16)
Movement in other bank balances	(36.86)	(142.29)
Dividend income from subsidiary	892.50	-
Interest income	82.32	83.05
Net cash flow from Investing activities (B)	937.97	(116.40)
Cash flow from Financing activities		
Lease payments	(10.87)	(10.40)
Proceeds from issuance of convertible preference shares	-	-
Dividend paid	(779.09)	-
Net cash flow from / (used in) Financing activities (C)	(789.96)	(10.40)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(6.43)	(172.06)
Cash and cash equivalents at the beginning of the year	31.94	204.00
Cash and cash equivalents at the end of the year	25.50	31.94
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	25.50	31.94
Cash on hand	-	-
Total Cash and bank balances at the end of the year	25.50	31.94

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Salil Taneja
Chairman
DIN: 00328668

Sudishkumar Kuttappan Nair
Chief Financial Officer

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place : Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

TAAL Enterprises Limited

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

(All amounts in INR in lakhs, unless otherwise stated)

(A) Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid-up				
Opening	31,16,342	311.63	31,16,342	311.63
Add: Shares issued during the year	-	-	-	-
	31,16,342	311.63	31,16,342	311.63

(B) Other equity

Particulars	Capital reserve	Retained earnings	Total
Balance as on April 1, 2024	1,085.59	348.98	1,434.57
Profit / (Loss) for the year	-	896.23	896.23
Less: Interim dividend	-	(779.09)	(779.09)
Total Other comprehensive income for the year	-	117.15	117.15
Balance as at March 31, 2025	1,085.59	466.12	1,551.72

Particulars	Capital reserve	Retained earnings	Total
Balance as on April 1, 2023	1,085.59	183.20	1,268.79
Profit / (Loss) for the year	-	165.78	165.78
Total Other comprehensive income for the year	-	165.78	165.78
Balance as at March 31, 2024	1,085.59	348.98	1,434.57

Summary of significant accounting policies (Refer note 2)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached.

For V. P. Thacker & Co.

Chartered Accountants

Firm Registration No. 118696W

For and on behalf of the Board of Directors of

TAAL Enterprises Limited

CIN : L74110KA2014PLC176836

Abuali Darukhanawala

Partner

Membership No. 108053

Place: Mumbai

Date: May 28, 2025

Salil Taneja

Chairman

DIN: 00328668

Place: Pune

Date: May 28, 2025

Sudishkumar Kuttappan Nair

Chief Financial Officer

Place : Bengaluru

Date: May 28, 2025

Aditya Shashikant Oza

Company Secretary

Membership No. A75104

Place: Pune

Date: May 28, 2025

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

1 General information

TAAL Enterprises Limited ("TEL" or "the Company") is a public limited company incorporated in India under the Companies Act, 2013. TEL was earlier a wholly owned subsidiary of Taneja Aerospace and Aviation Limited (TAAL). However, pursuant to approval of the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 between TAAL & TEL, the Air Charter business of TAAL including investment in First Airways Inc, USA and Engineering Design Services business conducted through TAAL Tech India Private Ltd. has been demerged into TEL w.e.f. October 1, 2014 and TEL has ceased to be a subsidiary of TAAL. Its principal business activity is providing Aircraft Charter Services.

2 Significant accounting policies

Significant accounting policies adopted by the Company are as under:

2.1 Basis of preparation of Financial Statements

(a) Statement of compliance with Ind AS

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied to all the years presented 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.

(b) Basis of measurement

The standalone financial statements have been prepared on a historical cost convention on accrual basis, except for items that have been measured at fair value as required by relevant Ind AS.

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is treated as current when it is:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle;
- ▶ Held primarily for the purpose of trading;
- ▶ Expected to be realised within twelve months after the reporting period; or

- ▶ 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.

An liability is current when:

- ▶ It is expected to be settled in normal operating cycle;
- ▶ It is held primarily for the purpose of trading;
- ▶ It is due to be settled within twelve months after the reporting period; or
- ▶ 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.

The Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

(c) Use of estimates

The preparation of standalone financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying standalone financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the standalone financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer note 3 for detailed discussion on estimates and judgments.

2.2 Business combination and goodwill

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

2.3 Property, plant and equipments

- a) Property, plant and equipments are stated at their original cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of property, plant and equipments comprises of its purchase price including duties, taxes, freight and any other directly attributable cost of bringing the asset to its working condition for its intended use. However, cost excludes Excise duty, VAT, GST and Service tax, wherever credit of the duty or tax is availed of.

All indirect expenses incurred during acquisition / construction of property, plant and equipments including interest cost on funds deployed for the property, plant and equipments are treated as incidental expenditure and are capitalised for the period until the asset is ready for its intended use. Subsequent costs are included in the assets 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 de-recognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

- b) Advances paid towards the acquisition of property, plant and equipments outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not

put to use before such date are disclosed under 'Capital work-in-progress'. Property, plant and equipments received from Taneja Aerospace and Aviation Limited pursuant to Demerger of its "Air Charter Business" are recorded at its book value as on the appointed date.

Depreciation methods, estimated useful lives

In case of company, depreciation is provided on straight line method on Computer - Hardware and on written down value method on Office Equipments and Furniture and Fixtures, based on the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciation on addition to property, plant and equipments is provided on pro-rata basis from the date of acquisition. Depreciation on sale / deduction from property, plant and equipments is provided upto the date preceding the date of sale / deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.4 Intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction / acquisition and exclusive of CENVAT credit or other tax credit available to the Company.

Subsequent expenditure relating to intangible assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Intangibles assets are amortized over a period of three financial years starting with the year in which these assets are procured.

2.5 Foreign currency transactions

(a) Functional and presentation currency

Items included in the standalone financial statements are measured using the currency of the primary

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains / (Losses) arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are re-stated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

The assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of Profit or Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Company uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

2.6 Fair value measurement

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:

- ▶ In the principal market for the asset or liability; or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

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 standalone 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 (unadjusted) market prices in active markets for identical assets or liabilities;
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.7 Revenue recognition

Effective April 1, 2018 the Company adopted Ind AS 115 - "Revenue from Contracts with Customers" using the cumulative catch-up transition method applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and / or revised significant accounting policies related to revenue recognition.

Revenue is recognized upon transfer of control of promised goods and services to the customers in an amount that reflects the consideration we expect to receive in exchange for those goods and services and where there is no uncertainty as to measurement or collectability of consideration.

Charter income from aircraft given on charter is booked on the basis of contract with customers and on completion of actual flying hours of the aircraft.

Revenue from time and material service contracts is recognized pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured.

Revenue from long-term fixed price, fixed time frame contracts where the performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration is recognized as per

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

the percentage-of-completion method or the completion method, whichever best depicts measurement of the progress in transferring control to the customer and billed in terms of the agreement with and certification by the customer.

The Company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts / incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discounts / incentives. Also, when the level of discount varies with increases in levels of revenue transactions, the Company recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The Company recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs. The discounts are passed on to the customer either as direct payments or as a reduction of payments due from the customer.

The Company presents revenues net of indirect taxes in its Statement of Profit and loss.

Revenue recognized in excess of billings is classified as contract assets (Unbilled revenue) included in other current financial assets.

Billings in excess of revenue recognized is classified as contract liabilities (Deferred revenue) included in other current liabilities.

The impact of applying Ind AS 115 - "Revenue from Contract with Customers" instead of the erstwhile Ind AS 18 Revenue on the financials statements of the Company for the year ended and as at March 31, 2025 is not significant.

Other Income

Interest income is recognized on the basis of effective interest method as set out in Ind AS 109 - "Financial Instruments", and where no significant uncertainty as to measurability or collectability exists. Claims towards insurance claims are accounted in the year of settlement and / or in the year of acceptance of claim / certainty of realization as the case may be. Dividend income is recognized when the right to receive payment is established.

2.8 Taxes

Tax expense for the year comprising current tax, deferred tax and minimum alternate tax credit are included in the determination of the net profit or loss for the year.

(a) Current income-tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income-tax is provided in full, using the Balance Sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in standalone financial statements. Deferred income-tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income-tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income-tax asset is realised or the deferred income-tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(c) Minimum alternate tax

Minimum Alternate Tax (MAT) under the provisions of the Income Tax Act, 1961 is recognised as current

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognized as asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognized as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

2.9 Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as a lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Also initial direct cost incurred in operating lease such as commissions, legal fees and internal costs is recognised immediately in the Statement of Profit and Loss.

Where the Company, as lessee, has substantially transferred all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.10 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an assets carrying amount and recoverable amount. Losses are recognised in the Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised

then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit is the greater of its value-in-use and its fair value less costs to sell. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are Companyed together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Companys of assets (the "cash-generating unit").

2.11 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

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.

De-commissioning costs (if any), are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the de-commissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as a finance cost. The estimated future costs of de-commissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

Contingent assets are neither recognised nor disclosed in the standalone financial statements.

2.12 Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of the assets upto the date the asset is ready for its intended use. All other borrowing costs are recognized as an expense in the Statement of Profit and Loss in the year in which they are incurred.

2.13 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

2.14 Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grants are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

2.15 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.

(a) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through

profit or loss, transaction costs that are directly 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.

(ii) Subsequent measurement

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

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

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

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the Effective Interest Rate method (EIR).

Fair Value Through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at Fair Value Through Other Comprehensive Income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in Statement of Profit and Loss. When the financial asset is de-recognized, the cumulative gain or loss previously recognized in OCI is re-classified from equity to the Statement of Profit and Loss and recognized in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit or Loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(iii) Impairment of financial assets

In accordance with Ind AS 109 - "Financial Instruments", the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on 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, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, 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 twelve months ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The twelve months ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including pre-payment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for major clients. It is based on its historically observed default rates over the expected life of the trade receivables 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 analysed. On that basis, the Company estimates the provision at the reporting date.

(iv) De-recognition of financial assets

A financial asset is de-recognised only when:

- a) the rights to receive cash flows from the financial asset is transferred; or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is de-recognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

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

(ii) Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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.

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 the Statement

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

of Profit and Loss when the liabilities are de-recognized 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.

(iii) De-recognition

A financial liability is de-recognized 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 de-recognition 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 as finance costs.

(c) Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contract are separated if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Re-assessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a re-classification of a financial asset out of the fair value through profit or loss.

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.16 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognized in respect of employees' services upto the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

(b) Other long-term employee benefit obligations

(i) Defined contribution plan

The Company makes defined contribution to provident fund and superannuation fund, which are recognized as an expense in the Statement of Profit and Loss on accrual basis. The Company has no further obligations under these plans beyond its monthly contributions.

(ii) Defined benefit plans

The Company's liabilities under Payment of Gratuity Act and long-term compensated absences are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method, except for short-term compensated absences, which are provided on actual basis. Actuarial losses / gains are recognised in the other comprehensive income in the year in which they arise. Obligations are measured at the present value of estimated future cash flows using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(iii) Leave encashment - Encashable

Accumulated compensated absences, which are expected to be availed or encashed within twelve months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond twelve months from the end of the year

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

end are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognized in the Statement of Profit and Loss in the year in which they arise.

2.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders of parent company by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year attributable to equity shareholders of parent company after deducting preference dividends and any attributable tax thereto for the year (if any). The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company's operating businesses are organised and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different services and serves different markets. Thus, as defined in Ind AS 108 - "Operating Segments", the business segments are 'Air Charter'. The Company does not have any geographical segment.

2.19 Investment in Subsidiary

When the entity prepares separate financial statements, it accounts for investments in subsidiaries, joint ventures and associates either:

- (a) at cost; or
- (b) in accordance with Ind AS 109.

The Company accounts for its investment in subsidiary at cost.

Investments acquired from Taneja Aerospace and Aviation Limited pursuant to Demerger of its 'Air Charter Business' are recorded at its book value i.e cost as on

the appointed date, less impairment if any.

2.20 Rounding off amounts

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

3 Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements requires Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefits and other long-term benefits

The cost of the defined benefit plans such as gratuity and leave encashment are determined using actuarial valuations. 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 year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long-term basis.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

3.2 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023

(a) Ind AS 1 – Presentation of Financials Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

(b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

(c) Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

4 Property, plant and equipments

For the F.Y. 2024-25

Details	Gross block			Accumulated depreciation				Net block	
	As on April 1, 2024	Additions/ Adjustments	As at March 31, 2025	As on April 1, 2024	Depreciation for the year	Deletions / Adjustments	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Owned assets									
Computer - Hardware	0.38	-	0.38	0.38	-	-	0.38	-	-
Office Equipment	0.84	-	0.84	0.84	-	-	0.84	-	-
Furniture and Fixtures	3.52	-	3.52	3.52	-	-	3.52	-	-
Vehicles	68.42	-	68.42	22.76	14.26	-	37.02	31.39	45.66
Total	73.16	-	73.15	27.50	14.26	-	41.76	31.39	45.66

For the F.Y. 2023-24

Details	Gross block			Accumulated depreciation				Net block	
	As on April 1, 2023	Additions/ Adjustments	As at March 31, 2024	As on April 1, 2023	Depreciation for the year	Deletions / Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Owned assets									
Computer - Hardware	0.38	-	0.38	0.38	-	-	0.38	-	-
Office Equipment	0.84	-	0.84	0.84	-	-	0.84	-	-
Furniture and Fixtures	3.52	-	3.52	3.52	-	-	3.52	-	-
Vehicles	11.26	57.16	68.42	9.13	13.63	-	22.76	45.66	2.13
Total	16.00	57.16	73.16	13.87	13.63	-	27.50	45.66	2.13

5 Right of use of assets

For the F.Y. 2024-25

Details	Gross block			Accumulated depreciation				Net block	
	As on April 1, 2024	Additions/ Adjustments	As at March 31, 2025	As on April 1, 2024	Depreciation for the year	Impairment	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Right to use of assets	41.40	-	41.40	15.83	8.29	-	24.12	17.27	25.57
Total	41.40	-	41.40	15.83	8.29	-	24.12	17.27	25.57

For the F.Y. 2023-24

Details	Gross block			Accumulated depreciation				Net block	
	As on April 1, 2023	Additions/ Adjustments	As at March 31, 2024	As on April 1, 2023	Depreciation for the year	Impairment	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Right to use assets	41.40	-	41.40	7.59	8.24	-	15.83	25.57	33.81
Total	41.40	-	41.40	7.59	8.24	-	15.83	25.57	33.81

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

6 Financial assets - Investments

Particulars		As at March 31, 2025	As at March 31, 2024
a	Investment in equity instruments of subsidiaries (fully paid-up)		
i)	TAAL Tech India Private Limited 8,50,000 (March 31, 2024: 8,50,000) equity shares of INR 10/- each	85.00	85.00
b)	Investments at fair value through profit and loss		
	Investments in mutual funds (Quoted) (Refer footnote i)	350.47	267.84
	Total Non-current financial assets - Investments	435.47	352.84
	Classified into:		
i)	Current	350.47	267.84
ii)	Non-current	85.00	85.00
		435.47	352.84
	Aggregate book value of:		
	Quoted investments	350.47	267.84
	Un-quoted investments	85.00	85.00
	Aggregate market value of:		
	Quoted investments	350.47	267.84
	Un-quoted investments	85.00	85.00

Footnote:

i. Details of investments in mutual funds (Quoted) designated at FVTPL:

Particulars	Number of units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Kotak Gold Fund- Growth	10,14,518.49	10,14,518.49	350.47	267.84

7 Other non-current financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits	3.20	2.79
<u>Balance with banks</u>		
On unpaid dividend accounts	90.60	67.79
Money in fractional share entitlement account	4.10	4.11
Total Other Non-Current financial assets	97.90	74.70

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

8 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
On current accounts	25.50	31.94
Total Cash and cash equivalents	25.50	31.94

9 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed deposits with banks	1,259.15	1,222.29
Margin money or under lein deposits - Maturity more than 3 months	-	-
Total Bank balances other than cash and cash equivalents	1,259.15	1,222.29

10 Current tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance income-tax	79.85	1.41
[Net of provision for tax INR 17.56 lakhs (March 31, 2024: INR 53.34 lakhs)]		
Total Current tax assets (net)	79.85	1.41

11 Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Unsecured, considered good</u>		
Balances with government authorities	45.64	34.36
Prepaid expenses	0.79	-
Other receivables	10.29	68.12
Total Other current assets	56.72	102.48

12 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
50,00,000 (March 31, 2024: 50,00,000) Equity Shares of INR 10 each	500.00	500.00
	500.00	500.00
Issued, subscribed and paid-up		
31,16,342 (March 31, 2024: 31,16,342) Equity Shares of INR 10 each fully paid-up	311.63	311.63
Total Equity share capital	311.63	311.63

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

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

Details	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares at the beginning of the year	31,16,342	311.63	31,16,342	311.63
Add: Equity shares issued during the year	-	-	-	-
Equity shares outstanding at the end of the year	31,16,342	311.63	31,16,342	311.63

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares of INR 10 per share. Each shareholder is entitled to one vote per share held. Dividend declared if any, is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at March 31, 2025	As at March 31, 2024
Equity shares allotted as fully paid-up pursuant to contracts for consideration other than cash as per the Scheme of Demerger.	31,16,342	31,16,342

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Vishkul Enterprises Private Limited	15,81,302	50.74%	15,81,302	50.74%
Mukul Mahavir Prasad Agrawal	2,77,931	8.92%	2,77,931	8.92%

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

(e) No class of shares have been bought back by the Company during the period of five years or period elapsed from the date of incorporation whichever is earlier.

(f) Shareholding of Promoters

Name of the Promoter	No. of shares held	% of shares	% of change during the year
Vishkul Enterprises Private Limited	15,81,302	50.74%	-
Laurus Tradecon Pvt Ltd (Erstwhile known as Lighto Technologies Private Limited) (Promoter upto 19 th February, 2025)	5,714	0.18%	-
Salil Baldevraj Taneja	1,237	0.04%	-
Asscher Enterprises Limited (erstwhile known as Indian Seamless Enterprises Limited)	582	0.02%	-

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

13 Other equity

Particulars		As at March 31, 2025	As at March 31, 2024
(a)	Capital reserve		
	Opening balance	1,085.59	1,085.59
	Closing balance	1,085.59	1,085.59
(b)	Retained earnings		
	Opening balance	348.99	183.21
	Add: Net profit / (Net Loss) for the year	896.23	165.78
	Less: Appropriations		
	- Interim dividend paid (Refer note 30)	(779.09)	-
	Closing balance	466.13	348.99
	Total Other equity	1,551.72	1,434.58

14 Lease liabilities

Particulars		As at March 31, 2025	As at March 31, 2024
	Non-current Lease liabilities	17.75	25.03
	Total Non-current Lease liabilities	17.75	25.03
	Current Lease liabilities	3.33	3.47
	Total Current Lease liabilities	3.33	3.47
	Total Lease liabilities	21.08	28.49

15 Other current financial liabilities

Particulars		As at March 31, 2025	As at March 31, 2024
	Unpaid dividend	90.60	67.79
	Liability towards Fractional Shares Entitlement	4.10	4.11
	Other payables	5.24	4.75
	Employee payables	0.01	-
	Total Other current financial liabilities	99.96	76.66

16 Other current liabilities

Particulars		As at March 31, 2025	As at March 31, 2024
	Advance from customers	-	-
	Statutory due payable	1.09	1.36
	Total Other current liabilities	1.09	1.36

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

17 Other income

Particulars	As at March 31, 2025	As at March 31, 2024
Profit on sale of salvaged aircraft	-	228.57
Interest income	82.32	83.05
Gain on changes in fair value of investments (Mutual funds)	82.63	25.60
Interest on income-tax refund	-	7.84
Dividend Income	892.50	-
Total Other income	1,057.45	345.07

18 Employee benefits expense

Particulars	As at March 31, 2025	As at March 31, 2024
Salaries, wages, bonus and other allowances	40.13	31.02
Staff welfare expenses	-	0.23
Total Employee benefits expense	40.13	31.25

19 Finance costs

Particulars	As at March 31, 2025	As at March 31, 2024
Other finance cost	-	0.88
Interest on leases	3.47	4.15
Interest on delayed payment of taxes	2.42	0.01
Bank charges	0.24	0.01
Total Finance costs	6.12	5.04

20 Depreciation and amortization expense

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation on property, plant and equipments (Refer note 4)	14.26	13.63
Depreciation on right to use of assets (Refer note 5)	8.29	8.24
Total Depreciation and amortization expense	22.56	21.87

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

21 Other expenses

Particulars	As at March 31, 2025	As at March 31, 2024
Legal and professional charges	41.90	35.87
CSR Expenses	2.12	6.65
Sitting fees	4.40	4.00
Rates and taxes	3.40	3.10
Auditor's remuneration #	3.50	3.50
Travelling expenses	0.92	3.35
Miscellaneous expenses	3.47	2.62
Insurance	0.24	1.26
Advertisement	1.01	0.92
Communication expenses	0.11	0.48
Printing & stationery	0.17	0.21
Total Other expenses	61.24	61.96

Break-up of Auditor's remuneration

Particulars	As at March 31, 2025	As at March 31, 2024
As auditor:		
Statutory audit	3.50	1.25
In other capacity:	-	-
Limited review	-	2.25
Total	3.50	3.50

22 Income Tax Expense

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Deferred tax relates to the following:		
Deferred tax assets		
- On property, plant and equipment	4.74	3.31
- Expenses dis-allowed	-	0.32
Deferred tax liabilities		
- Fair valuation of investments	(23.47)	(7.76)
- Others	0.96	(0.03)
Deferred tax liabilities (net)	(17.77)	(4.16)
(B) Recognition of deferred tax asset to the extent of deferred tax liability		
Balance sheet		
Deferred tax asset	-	3.64
Deferred tax liabilities	(17.77)	(7.80)
Deferred tax assets / (liabilities), net	(17.77)	(4.16)
Deferred tax expenses / (credit) (as per Statement of Profit and Loss)	17.77	4.16
	17.77	4.16

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars		As at March 31, 2025	As at March 31, 2024
(C)	The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :		
	Tax expenses as per Statement of Profit & Loss		
	Current tax	17.56	53.32
	Adjustment for earlier years	-	1.69
	Deferred tax	13.61	4.16
	Sub-total	31.18	59.17
	Income tax impact on OCI	-	-
	Total	31.18	59.17
	Profit from continuing operations before income-tax expense	927.40	224.95
	Tax Rate	25.168%	25.168%
	Tax computed using statutory tax rate	233.41	56.62
	<u>Tax effect of:</u>		-
	Depreciation	4.74	0.90
	IndAS adjustment	(22.51)	(6.02)
	Adjustment for earlier years	-	1.69
	Deferred tax	13.61	4.16
	Difference in tax rates	-	-
	Others	(198.06)	1.83
	Income-tax expenses	31.18	59.17

23 Earnings Per Share

Basic earnings / (loss) per share amounts are calculated by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings / (loss) per share amounts are calculated by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

Particulars	As at March 31, 2025	As at March 31, 2024
Profit / (Loss) attributable to equity shareholders	896.23	165.78
Weighted average number of equity shares	31,16,342	31,16,342
Basic earnings / (loss) per share (INR)	28.76	5.32
Diluted earnings / (loss) per share (INR)	28.76	5.32

Diluted EPS is same as Basic EPS, as there are no outstanding potential shares as on date as well as in the corresponding previous year.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

24 Employee benefits:

The Company is not covered under Payment of Gratuity Act, 1972.

25 Related party disclosures:

(A) Names of related parties and description of relationship as identified and certified by the Company:

Holding Company
Vishkul Enterprises Private Limited, India

Subsidiary Companies
TAAL Tech India Private Limited
TAAL Technologies Inc., USA (Subsidiary of Taal Tech India Private Limited)
TAAL Tech GmbH, Switzerland (Subsidiary of Taal Tech India Private Limited)
TAAL Tech Innovations GmbH, Austria (Subsidiary of Taal Tech India Private Limited) *
TAAL Tech Innovations GmbH, UK (Subsidiary of Taal Tech India Private Limited) *

*TAAL Tech Innovations GmbH, Austria has ceased business and TAAL Tech (UK) Limited, UK has been liquidated during the financial year.

Entities under common control:
Laurus Tradecon Private Limited (erstwhile known as Lighto Technologies Private Limited) (Upto 19th February 2025)
Taneja Aerospace and Aviation Limited
Katra Auto Engineering Private Limited
Asscher Enterprises Limited (erstwhile known as Indian Seamless Enterprises Limited)

Key Management Personnel (KMP)
Mr. Salil Baldevraj Taneja (Chairman)
Mr. Sudishkumar Kuttappan Nair (Chief financial officer) (w.e.f. 31 st August 2023)
Ms. Priya Chouksey (Company Secretary) (up to 30 th September 2024)
Mr. Aditya Shashikant Oza (Company Secretary) (w.e.f. 15 th November 2024)

Non-Whole Time Director
Mr. Shyam Powar
Mr. Arvind Nanda
Mrs. Deepa Mathur

(B) Transactions / balances with related parties:

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
Subsidiary Company			
Taal Tech India Private Limited	Investment	85.00	85.00
Dividend Received	Dividend	892.50	-
Others entities under common control			
Re-imbursement for transactions incurred on our behalf by the related party			
- Taneja Aerospace and Aviation Limited (Interest Received)		-	3.98
- Taneja Aerospace and Aviation Limited (Fixed deposits)		-	312.00

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
Key Management Personnel (KMP)			
Compensation of key management personnel			
Managerial remuneration #			
Mr. Salil Taneja		3.00	3.00
Mr. Ramesh Kumar Rath		-	6.30
Mr. Sudishkumar Kuttappan Nair		31.75	17.58
Ms. Priya Chouksey (up to 30-09-2024)		2.63	4.14
Mr. Aditya Oza (w.e.f 15-11-2024)		1.88	-
Directors Sitting fees			
- Mr. Arvind Nanda		1.60	1.80
- Mr. Shyam Powar		1.20	0.90
- Mrs. Deepa Mathur		1.60	1.30

(Figures in brackets relate to previous year)

Note: No amounts pertaining to related parties have been written off or written back during the year.

Excludes contribution to gratuity fund and provision for leave encashment as separate figures are not ascertainable for the managerial personnel. Further, the Company has not paid any commission to the managerial personnel.

26 Segment reporting

The Company's operations predominantly relate to providing air charter services. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

The customers whose revenue is more than 10% of Company's total revenue are: NIL

27 Fair values of financial assets and financial liabilities

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts because of the short-term nature of these financial instruments.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits and other financial assets.

28 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- 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).

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	As at March 31, 2025	As at March 31, 2024
Level 1 (Quoted price in active markets)		
Investments in mutual funds at fair value through profit and loss	350.47	267.84
Level 2	Nil	Nil
Level 3		
Financial assets measured at amortized cost		
Investment-Subsidiary	85.00	85.00
Cash and cash equivalents	25.50	31.94
Bank balances other than cash and cash equivalents	1,259.15	1,222.29
Financial liabilities measured at amortized cost		
Trade payables	-	-
Other current financial liabilities	99.96	76.66
The carrying amount of cash and cash equivalents, trade receivables, trade payables, other payables and short-term borrowings are considered to be the same as their fair values.		

29 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is co-ordinated by the Board of Directors and focuses on securing long-term and short-term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings. The Company is also exposed to fluctuations in foreign currency exchange rates.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to short-term borrowings with floating interest rates. The company do not have any short-term or long-term borrowings from any of the bank or financial institutions, however presented below risk on future cash flow due to interest-rate risk.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings as follows:

Particulars	Increase/ decrease in basis points	Effect on profit before tax
March 31, 2025		
INR	+0.45%	-
INR	-0.45%	-
March 31, 2024		
INR	+0.45%	-
INR	-0.45%	-

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate (Net balance - receivable) (or any other material currency), with all other variables held constant, of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities). The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	Change in USD rate	Effect on profit before tax
March 31, 2025		
INR	+2.50%	-
INR	-2.50%	-
March 31, 2024		
INR	+2.50%	-
INR	-2.50%	-

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits, loans and advances and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does a proper financial and credibility check on the entities to whom such loans and advances and security deposits are given. The Company does not foresee any credit risks on deposits with regulatory authorities.

The Company's maximum exposure to credit risk for the components of the Balance Sheet at March 31, 2025 and March 31, 2024 is the carrying amounts as mentioned in notes 6 to 11.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities:

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
March 31, 2025				
Other financial liabilities	99.96	-	-	99.96
	99.96	-	-	99.96
March 31, 2024				
Trade payables	-	-	-	-
Other financial liabilities	76.66	-	-	76.66
	76.66	-	-	76.66

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

30 Capital management

For the purpose of the Company's capital management capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure i.e. equity and debt. The company does not have any debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars		March 31, 2025	March 31, 2024
Total Equity	(i)	1,863.35	1,746.21
Total Debt	(ii)	-	-
Overall financing	(iii) = (i) + (ii)	1,863.35	1,746.21
Gearing ratio	(ii)/ (iii)	-	-

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Dividends

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Equity shares</u>		
Interim dividend for the year - INR 25 (March 31, 2024 - INR Nil) per fully paid-up share for 31,16,342 shares	779.08	-

31 The Company accounts for the investment in subsidiaries at cost and tests for any impairment in the value of investment on an annual basis in accordance with para 9 of IND AS 36 on Impairment of Asset. For the purpose of impairment testing, the Management arrived at the net recoverable amount plus net operating cash flows of subsidiary less the cost to be incurred.

32 Corporate Social Responsibility expenditure (CSR)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Gross amount required to be spent by the Company during the year	2.12	6.65

b) Details of amount spent towards CSR is as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Paid	Yet to be Paid	Paid	Yet to be Paid
(i) Construction / acquisition of any asset	-	-	-	-
(ii) On purposes other than (i) above	2.12	-	6.65	-

c) There is no cumulative shortfall in CSR expenditure at the end of the year (March 31, 2024 : Nil)

33 The Hon'ble National Company law Tribunal (NCLT) has vide its order dated 21 May 2025, approved the scheme of Merger between TAAL Tech India Private Limited and TAAL Enterprises Limited.

TAAL Enterprises Limited

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

34 Ratios

Particulars	FY 2024-25	FY 2023-24	% of change	Numerator	Denominator
Current Ratio	16.97	19.95	-18%	Current assets	Current liabilities
Debt- Equity Ratio	Nil	Nil	0%	Borrowings	Equity
Debt- Service coverage ratio	Nil	Nil	0%	Earnings available for debt service	Debt service
Return on Equity ratio	0.48	0.10	79%	Net profit after taxes	Shareholders' equity
Inventory Turnover ratio	NA	NA	0%	Revenue from operations	Inventory
Trade Receivables Turnover ratio	NA	NA	0%	Revenue from operations	Trade receivables
Trade Payables Turnover ratio	NA	NA	0%	Direct and indirect expenses	Trade payables
Net Capital Turnover ratio	NA	NA	0%	Revenue from operations	Equity
Net Profit Ratio	84.75%	48.04%	43%	Net profit	Total Income
Return on Capital Employed	48.10%	9.49%	80%	Earnings before interest and taxes	Capital employed

- a) Net Profit Margin ratio, Return on Net Worth, return on equity was impacted as i) There is a dividend income received in current year as compared to previous year and ii) increase in fair value of investment made during the year.

35 Additional regulatory information required by Schedule III

(i) Details of benami property held

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) Wilful defaulter

The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) Relationship with struck off companies

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(iv) Registration of charges or satisfaction with Registrar of Companies

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Notes forming part of the Standalone Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(vi) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vii) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment and investment property or both during the current or previous year

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Utilisation 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:

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

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:

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

36 Previous year figures have been re-grouped / re-classified to confirm presentation as per Ind AS as required by Schedule III of the Act.

As per our report of even date attached

For V. P. Thacker & Co.

Chartered Accountants

Firm Registration No. 118696W

For and on behalf of the Board of Directors of

TAAL Enterprises Limited

CIN : L74110KA2014PLC176836

Abuali Darukhanawala

Partner

Membership No. 108053

Place: Mumbai

Date: May 28, 2025

Salil Taneja

Chairman

DIN: 00328668

Place: Pune

Date: May 28, 2025

Sudishkumar Kuttappan Nair

Chief Financial Officer

Place : Bengaluru

Date: May 28, 2025

Aditya Shashikant Oza

Company Secretary

Membership No. A75104

Place: Pune

Date: May 28, 2025

TAAL Enterprises Limited

INDEPENDENT AUDITOR'S REPORT

To The Members of

TAAL Enterprises Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of TAAL Enterprises Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31 March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash flow statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies considering amendments in IND AS 1 and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the accompanying Consolidated 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 Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at 31 March, 2025, of Consolidated Profit and other comprehensive income, Consolidated Changes In Equity and it's Consolidated Cash Flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's code of ethics. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters

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

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

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

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

The Holding Company's Management and Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for

assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Management and Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls with reference to Consolidated 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 and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material

uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. For the entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

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

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

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

Other Matter

The Statement includes the results of following entities:

1. TAAL Tech India Private Limited (Subsidiary)
 2. TAAL Technologies Inc., USA (Step-down subsidiary)
 3. TAAL Tech GmbH, Switzerland (Step-down subsidiary)
 4. TAAL Tech UK Limited (Step-down subsidiary)
- a) With respect to financial statements of subsidiaries;
- i. We did not audit the financial statements of two step-down subsidiaries, whose financial statements reflect total assets of INR 2,936.97 lakhs as at March 31, 2025, total revenues of 5,145 lakhs, profit after tax amounting to INR 273.05 lakhs and net cash flows amounting to INR (27.46) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these step-down subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid step-down subsidiaries, is based solely on the reports of the other auditors. The step-down subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Subsidiary Company's management has converted the financial statements of such step-down subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Subsidiary Company's management. Our opinion in so far as it relates to the balances and affairs of such step-down subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Subsidiary Company and audited by us.
 - ii. We did not audit the financial statements of a step-down subsidiary, whose financial statements reflect total assets of INR 8.52 lakhs as at March 31, 2025, total revenues amounting NIL, profit/ (loss) after tax amounting to INR (2.48) lakhs and net cash flows amounting to INR (2.08) lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated

Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the step-down subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these Financial Statements are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on the separate financial statements of the subsidiaries (including step-down subsidiaries) referred to in "Other Matters" paragraph above we report, to the extent applicable that:
 - a) We/the other auditors whose report we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the Financial Statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the 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 of the Holding Company as on 31 March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate Report in “Annexure A” to this report;
- g) In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid/provided during the current year by the Holding Company, and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act and the rules thereunder.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries as noted in the “Other Matters” paragraph:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 34 to the Consolidated Financial Statements;
 - ii. In our opinion and according to the information and explanations given to us and based on the reports of the auditors of such subsidiary companies, the group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March, 2025.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.
 - iv. (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, that, to the best of their knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any such subsidiaries to or in any other person or entity, including foreign entity (‘Intermediaries’) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries (‘Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person or entity, including foreign entity (‘Funding Parties’) with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (‘Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our attention or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.
 - v. In our opinion and according to the information and explanations given to us, there is no dividend declared or paid during the year by the Company. Thus, compliance with Section 123 of the Act is not applicable.

- vi. Based on our examination, which included test checks, and that performed by the auditor of the subsidiary, which is the company incorporated in India, whose financial statements have been audited under the Act, we state that
- a. the Holding company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated only from 6 April 2023 onwards for all relevant transactions recorded in the software. Further, during the course of our audit of the Holding Company, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention for FY 2024-25
- b. The accounting software used by the Subsidiary Company for maintaining its books of account during the year ended 31 March, 2025 have a feature of recording audit trail (edit log) facility. Further, during the course of our audit of the Holding Company, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention for FY 2024-25. In FY 2023-24, the previous auditor reported that the accounting software used for maintaining its books of account during the year ended March 31, 2024 did not have a feature of recording audit trail (edit log) facility.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements incorporated in India, as noted in the 'Other Matter' paragraph, we give in "Annexure B" a statement on the matters specified in paragraph 3(xxi) of the Order..

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala
Partner
Membership No.108053
UDIN: 25108053BMIPUC4936

Place: Mumbai
Date: 28 May 2025

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditors’ Report of even date to the Members of TAAL Enterprises Limited on the Consolidated Financial Statements for the year ended 31 March, 2025]

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

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

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform

the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls over financial reporting with reference to Consolidated Financial Statements of the Holding Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting With Reference to these Consolidated Financial Statements

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

TAAL Enterprises Limited

Inherent Limitations of Internal Financial Controls over Financial Reporting With Reference to these Consolidated Financial Statements

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

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at 31 March, 2025, based on the internal control with reference to,

Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements insofar as it relates to one subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters..

For V. P. Thacker & Co.

Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala

Partner

Place: Mumbai
Date: 28 May 2025

Membership No.108053
UDIN: 25108053BMIPUC4936

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS.

(Referred to in paragraph 2 under 'Report on Other Legal and Regulator Requirements' section of our report to the Members of TAAL Enterprises Limited on the Consolidated Financial Statements of even date)

As With respect to the matters specified in paragraphs 3(xxi) of the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of Section 143(11) of the Act, we report that there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the Holding company included in the consolidated financial statements except those mentioned below:

Sr. No.	Name of the Company	CIN	Holding Company/ subsidiary	Clause number of the CARO report which is unfavorable or qualified or adverse
1.	TAAL Enterprises Limited	L74110KA2014PLC176836	Holding Company	xiii

For V. P. Thacker & Co.

Chartered Accountants
Firm Registration No. 118696W

Abuali Darukhanawala

Partner

Place: Mumbai
Date: 28 May 2025

Membership No.108053
UDIN: 25108053BMIPUC4936

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipments	4	223.82	420.61
Intangible assets	5	93.63	19.12
Right of use assets	6	309.16	575.41
Financial assets			
Other financial assets	8	289.62	282.64
Deferred tax asset (net)	29	74.45	170.11
Other non-current assets	9	3.09	10.28
Total Non-current assets		993.77	1,478.17
Current assets			
Financial assets			
Investments	7	11,875.20	5,991.44
Trade receivables	10	3,861.49	3,850.63
Cash and cash equivalents	11	1,742.17	2,018.11
Bank balances other than cash and cash equivalents	12	3,029.41	4,282.09
Loans		-	-
Other financial assets	13	655.73	677.60
Other current assets	14	630.30	732.87
Total Current assets		21,794.30	17,552.73
Total Assets		22,788.07	19,030.91
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	311.63	311.63
Other equity	16	20,092.19	15,915.90
Total Equity		20,403.82	16,227.53
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	17	96.93	325.02
Provisions	18(a)	22.18	28.84
Total Non-current liabilities		119.11	353.86
Current liabilities			
Financial liabilities			
Trade payables	19	196.16	117.19
Lease liabilities	17	297.62	355.31
Other financial liabilities	20	970.30	1,111.01
Provisions	18(b)	54.53	59.02
Other current liabilities	21	101.57	107.08
Current tax liabilities (net)	22	644.95	699.91
Total Current liabilities		2,265.13	2,449.52
Total Liabilities		2,384.24	2,803.38
Total Equity and Liabilities		22,788.07	19,030.91
Summary of material accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Salil Taneja
Chairman
DIN: 00328668

Sudishkumar Kuttappan Nair
Chief Financial Officer

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place: Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

TAAL Enterprises Limited

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

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from operations	23	18,514.02	18,686.58
Other income	24	1,417.22	1,144.01
Total Income		19,931.24	19,830.59
Expenses			
Employee benefits expense	25	10,631.97	11,383.29
Finance costs	26	65.48	184.65
Depreciation and amortization expense	27	552.62	632.56
Other expenses	28	2,016.40	2,604.03
Total Expenses		13,266.47	14,804.53
Profit / (Loss) before tax		6,664.78	5,026.06
Income-tax expense:	29		
Current tax		1,690.53	1,283.94
Adjustment relating to earlier years		-	1.69
Deferred tax (excluding MAT credit entitlement)		95.66	25.22
Total Income-tax expense		1,786.19	1,310.85
Profit / (Loss) for the year		4,878.59	3,715.21
Other comprehensive income			
Other comprehensive income to be re-classified to profit or loss in subsequent periods			
Exchange differences in translating the financial statements of a foreign operation		63.48	32.29
Other comprehensive income not to be re-classified to profit or loss in subsequent periods			
Re-measurement gains / (losses) on defined benefit plans		70.28	11.76
OCI on forward Contract		(39.25)	55.08
Others		-	-
Income-tax effect		(17.69)	(0.00)
Other comprehensive income for the year		76.82	99.13
Total Comprehensive income for the year		4,955.41	3,814.34
Profit attributable to :			
Equity shareholders of parent company		4,878.59	3,715.21
Non-controlling interest		-	-
Other comprehensive income attributable to:			
Equity shareholders of parent company		76.82	99.13
Non-controlling interest		-	-
Total Comprehensive income attributable to:			
Equity shareholders of parent company		4,955.41	3,814.34
Non-controlling interest		-	-
Earnings per share	30		
Basic earnings per share (INR)		156.55	119.22
Diluted earnings per share (INR)		156.55	119.22
Summary of material accounting policies	2		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Salil Taneja
Chairman
DIN: 00328668

Sudishkumar Kuttappan Nair
Chief Financial Officer

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place: Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

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

(All amounts in INR in lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Cash flow from Operating activities		
Profit before tax	6,664.78	5,026.05
Adjustments for:		
Depreciation, amortization and impairment	552.62	632.56
Mark to market gain on investment	(554.53)	(255.62)
Interest expense	55.69	114.10
Interest income	(257.40)	(338.93)
Lease liability - Ind AS	2.50	4.15
Interest income on security deposits	(27.81)	(25.41)
Interest income on debentures	(462.55)	(194.09)
Income on sale of assets	(20.11)	(6.29)
Operating profit / (loss) before working capital changes	5,953.19	4,956.53
Changes in working capital		
Decrease/ (increase) in trade and other receivables	106.19	(130.71)
Increase / (decrease) in trade payables	(210.06)	(312.55)
Cash generated from / (used in) operations	5,849.31	4,513.27
Income-tax paid	(1,746.91)	(1,072.31)
Net cash flow from / (used in) operating activities (A)	4,102.40	3,440.96
Cash flow from Investing activities		
Payment for property, plant and equipment and intangible assets	(161.77)	(288.85)
Purchase of investments	(12,702.81)	(4390.82)
Proceeds from sale of investments	7,536.09	1,053.42
Movement in other bank balances	1,252.67	45.81
Interest/ Income received from Investments	771.58	481.16
Net cash flow from / (used in) Investing activities (B)	(3,304.24)	(3,099.28)
Cash flow from Financing activities		
Lease payments	(358.53)	(411.44)
Dividend paid	(779.09)	-
Net cash flow from / (used in) financing activities (C)	(1,137.62)	(411.44)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(339.44)	(69.73)
Cash and cash equivalents at the beginning of the year	2,018.11	2055.54
Effect of exchange gain on cash and cash equivalents	63.48	-
Foreign currency translation reserve / adjustments	-	32.30
Cash and cash equivalents at the end of the year	1,742.17	2,018.11
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	1,528.38	1668.11
Fixed deposits with banks of less than 3 months maturity	213.43	350.00
Cash on hand	0.37	-
Total Cash and bank balances at end of the year	1,742.17	2,018.11

Summary of material accounting policies

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Salil Taneja
Chairman
DIN: 00328668

Sudishkumar Kuttappan Nair
Chief Financial Officer

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place: Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

TAAL Enterprises Limited

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

(All amounts in INR in lakhs, unless otherwise stated)

(A) Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 10 each issued, subscribed and fully paid-up				
Opening	31,16,342	311.63	31,16,342	311.63
Add: Shares issued during the year	-	-	-	-
Closing	31,16,342	311.63	31,16,342	311.63

(B) Other equity

Particulars	Attributable to equity shareholders of parent company						Non -controlling interest	Total
	Securities premium account	Capital reserve	Retained earnings	Capital redemption reserve	Items of OCI Foreign currency translation reserve	Total Other equity		
Balance as on April 1, 2024	-	1,151.36	14,500.74	15.00	248.82	15,915.92	-	15,915.92
Profit for the year	-	-	4,878.59	-	-	4,878.59	-	4,878.59
Add: Transfer from Retained Earnings	-	-	-	-	-	-	-	-
Add: Other comprehensive income	-	-	13.34	-	63.48	76.82	-	76.82
Less: Dividend paid	-	-	(779.09)	-	-	(779.09)	-	(779.09)
Less: Transfer to capital redemption reserve	-	-	-	-	-	-	-	-
Total Comprehensive income for the year	-	-	4,112.79	-	63.48	4,176.27	-	4,176.27
Balance as at March 31, 2025	-	1,151.36	18,613.53	15.00	312.30	20,092.19	-	20,092.19

Particulars	Attributable to equity shareholders of parent company						Non -controlling interest	Total
	Securities premium account	Capital reserve	Retained earnings	Capital redemption reserve	Items of OCI Foreign currency translation reserve	Total Other equity		
Balance as on April 1, 2023	-	1,151.36	10,721.63	15.00	216.53	12,104.52	-	12,104.52
Profit for the year	-	-	3,715.21	-	-	3,715.21	-	3,715.21
Add: Transfer from retained earnings	-	-	-	-	-	-	-	-
Add: Dividend paid	-	-	-	-	-	-	-	-
Add: Other comprehensive income	-	-	63.91	-	32.29	99.13	-	99.13
Less: Transfer to capital redemption reserve	-	-	-	-	-	-	-	-
Total Comprehensive income for the year	-	-	3,779.12	-	32.29	3814.34	-	3814.34
Balance as at March 31, 2024	-	1,151.36	14,500.74	15.00	248.82	15,915.92	-	15,915.92

Summary of material accounting policies

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
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Company Secretary
Membership No. A75104

Place: Mumbai
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Place: Bengaluru
Date: May 28, 2025

Place: Pune
Date: May 28, 2025

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

1 General information

TAAL Enterprises Limited ("TEL" or "the Parent Company" or "the Company") together with its subsidiaries (collectively, "the Group") is a public limited company incorporated in India under the Companies Act, 2013. TEL was earlier a wholly owned subsidiary of Taneja Aerospace and Aviation Limited (TAAL). However, pursuant to approval of the Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956 between TAAL & TEL, the Air Charter business of TAAL including investment in First Airways, Inc, USA and Engineering Design Services business conducted through TAAL Tech India Private Limited (TTIPL) has been demerged into TEL w.e.f. October 1, 2014 and TEL has ceased to be a subsidiary of TAAL. Its principal business activity is providing Aircraft Charter Services.

The consolidated financial statements of the Group were approved in the meeting of the Board of Directors held on May 28, 2025.

2 Material accounting policies

Material accounting policies adopted by the Group are as under:

2.1 Basis of preparation of Consolidated Financial Statements

(a) Statement of compliance with Ind AS

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied to all the years presented 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.

(b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS.

- i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments) and
- ii) Embedded derivative

The Group presents assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is treated as current when it is:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle;
- ▶ Held primarily for the purpose of trading;
- ▶ Expected to be realised within twelve months after the reporting period; or
- ▶ 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.

An liability is current when:

- ▶ It is expected to be settled in normal operating cycle;
- ▶ It is held primarily for the purpose of trading;
- ▶ It is due to be settled within twelve months after the reporting period; or
- ▶ 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.

The Group has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

(c) Use of estimates

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying consolidated financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected. Refer note 3 for detailed discussion on estimates and judgments.

(d) Principles of consolidation

The consolidated financial statements comprise the financial statements of the parent company and its subsidiaries as at March 31, 2025.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- ▶ Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- ▶ Exposure or rights to variable returns from its involvement with the investee; and
- ▶ The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- ▶ The contractual arrangement with the other vote holders of the investee;
- ▶ Rights arising from other contractual arrangements;
- ▶ The Group's voting rights and potential voting rights;
- ▶ The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting

policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- (i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (iii) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipments, are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity shareholders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

The following subsidiary companies have been considered in the preparation of consolidated financial statements :

Sr. No.	Name of the Company	Relationship	Country of Incorporation	Ownership Interest held by the Parent as at March 31, 2025	Accounting Period	Audited / Un-audited
1	TAAL Tech India Private Limited (TTIPL)	Direct subsidiary	India	100%	April 24 - March 25	Audited
2	TAAL Technologies Inc.	Indirect subsidiary of TEL and direct subsidiary of TTIPL	USA	100%	April 24 - March 25	Audited
3	TAAL Tech GmbH		Switzerland	100%	April 24 - March 25	Un-audited
4	TAAL Tech UK Limited		United Kingdom	100%	April 24 - March 25	Un-audited

*TAAL Tech Innovations GmbH, Austria has ceased business and hence their financial statements have not been included in these consolidated Ind AS financial statements.

2.2 Business combination and goodwill

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

2.3 Property, plant and equipments

- Property, plant and equipments are stated at their original cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of property, plant and equipments comprises of its purchase price including duties, taxes, freight and any other directly attributable cost of bringing the asset to its working condition for its

intended use. However, cost excludes Excise duty, VAT, GST and Service tax, wherever credit of the duty or tax is availed of.

All indirect expenses incurred during acquisition / construction of property, plant and equipments including interest cost on funds deployed for the property, plant and equipments are treated as incidental expenditure and are capitalised for the period until the asset is ready for its intended use. Subsequent costs are included in the assets 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 Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

- Advances paid towards the acquisition of property, plant and equipments outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Property, plant and equipments received from Taneja Aerospace and Aviation Limited pursuant to Demerger of its "Air Charter Business" are recorded at its book value as on the appointed date.

Depreciation methods, estimated useful lives

In case of parent company, depreciation is provided on straight line method on Computer - Hardware and on written down value method on Office Equipments and Furniture and Fixtures, based on the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

In case of subsidiary company TAAL Tech India Private Limited, depreciation on property, plant and equipments is provided on written down value method based on the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013. Leasehold improvements are depreciated over their estimated useful life or the remaining period of lease from the date of capitalization, whichever is shorter.

Depreciation on addition to property, plant and equipments is provided on pro-rata basis from the date of acquisition. Depreciation on sale / deduction from property, plant and equipments is provided upto the date preceding the date of sale / deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate. Following useful lives to provide depreciation of different class of its property, plant and equipment.

Property, plant and equipment	Useful life
Leasehold improvement*	Lease period
Plant & Equipments	10 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers:	3 years
Vehicle	8 years

* Leasehold improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

2.4 Intangible assets

An intangible asset is recognised when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction / acquisition and exclusive of CENVAT credit or other tax credit available to the Group.

Subsequent expenditure relating to intangible assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond

its previously assessed standard of performance.

Intangibles assets are amortized over a period of three financial years starting with the year in which these assets are procured.

2.5 Foreign currency transactions

(a) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (INR), which is the Group's functional and presentation currency.

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains / (Losses) arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are re-stated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their Statements of Profit or Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.

2.6 Fair value measurement

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:

- ▶ In the principal market for the asset or liability; or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The Group 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 consolidated 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 (unadjusted) market prices in active markets for identical assets or liabilities;
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.7 Revenue recognition

Effective April 1, 2018 the Group adopted Ind AS 115 - "Revenue from Contracts with Customers" using the cumulative catch-up transition method applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The following is a summary of new and / or revised material accounting policies related to revenue recognition.

Revenue is recognized upon transfer of control of promised goods and services to the customers in an amount that reflects the consideration we expect to receive in exchange for those goods and services and where there is no uncertainty as to measurement or collectability of consideration.

Parent Company - Charter income from aircraft given on

charter is booked on the basis of contract with customers and on completion of actual flying hours of the aircraft.

Subsidiary Company - Revenue is measured at fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances. Ind AS 115 Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

Revenue from time and material service contracts is recognized pro-rata over the period of the contract as and when services are rendered and the collectability is reasonably assured.

Revenue from long-term fixed price, fixed time frame contracts where the performance obligations are satisfied over time and there is no uncertainty as to measurement or collectability of consideration is recognized as per the percentage-of-completion method or the completion method, whichever best depicts measurement of the progress in transferring control to the customer and billed in terms of the agreement with and certification by the customer.

The Group accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts / incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discounts / incentives. Also, when the level of discount varies with increases in levels of revenue transactions, the Group recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met or if the amount thereof cannot be estimated reliably, then discount is not recognized until the payment is probable and the amount can be estimated reliably. The Group recognizes changes in the estimated amount of obligations for discounts in the period in which the change occurs. The discounts are passed on to the customer either as direct payments or as a reduction of payments due from the customer.

The Group presents revenues net of indirect taxes in its Statement of Profit and loss.

Revenue recognized in excess of billings is classified as contract assets (Unbilled revenue) included in other current financial assets.

Billings in excess of revenue recognized is classified as contract liabilities (Deferred revenue) included in other current liabilities.

Other Income

Interest income is recognized on the basis of effective interest method as set out in Ind AS 109 - "Financial

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

Instruments", and where no significant uncertainty as to measurability or collectability exists. Claims towards insurance claims are accounted in the year of settlement and / or in the year of acceptance of claim / certainty of realization as the case may be. Dividend income is recognized when the right to receive payment is established.

2.8 Taxes

Tax expense for the year comprising current tax, deferred tax and minimum alternate tax credit are included in the determination of the net profit or loss for the year.

(a) Current income-tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income-tax is provided in full, using the Balance Sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in consolidated financial statements. Deferred income-tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income-tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income-tax asset is realised or the deferred income-tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(c) Minimum alternate tax

Minimum Alternate Tax (MAT) under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognized as asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognized as an asset is reviewed at each Balance Sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

2.9 Leases

As a lessee

The Group's lease asset classes primarily consist of leases for Land and Building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

2.10 Impairment of non-financial assets

The Group assesses at each year end whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Group estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an assets carrying amount and recoverable amount. Losses are recognised in the Statement of Profit and Loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit is the greater of its value-in-use and its fair value less costs to sell. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.11 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

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.

De-commissioning costs (if any), are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the de-commissioning liability. The unwinding of the discount is expensed as incurred and recognised in the Statement of Profit and Loss as a finance cost. The

estimated future costs of de-commissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

2.12 Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of the assets upto the date the asset is ready for its intended use. All other borrowing costs are recognized as an expense in the Statement of Profit and Loss in the year in which they are incurred.

2.13 Cash and cash equivalents

Cash and cash equivalents in the consolidated balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft, if any.

2.14 Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grants are recorded at fair value

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

2.15 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.

(a) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly 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.

(ii) Subsequent measurement

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

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

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

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the Effective Interest Rate method (EIR).

Fair Value Through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at Fair Value Through Other Comprehensive Income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in Statement of Profit and Loss. When the financial asset

is de-recognized, the cumulative gain or loss previously recognized in OCI is re-classified from equity to the Statement of Profit and Loss and recognized in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit or Loss (FVTPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

(iii) Impairment of financial assets

In accordance with Ind AS 109 - "Financial Instruments", the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets that are measured at amortized cost and FVOCI.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, 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 twelve months (12) ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The twelve months ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including pre-payment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payment is more than 30 days past due.

Trade receivables

An impairment analysis is performed at each reporting date on an individual basis for major clients. It is based on its historically observed default rates over the expected life of the trade receivables 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 analysed. On that basis, the Group estimates the provision at the reporting date.

(iv) De-recognition of financial assets

A financial asset is de-recognised only when:

- a) the rights to receive cash flows from the financial asset is transferred; or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the financial asset is transferred then in that case financial asset is de-recognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

(b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

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

(ii) Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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.

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 the Statement of Profit and Loss when the liabilities are de-recognized 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.

(iii) De-recognition

A financial liability is de-recognized 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 de-recognition 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 as finance costs.

(c) Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. Derivatives embedded in all other host contract are separated if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

Re-assessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a re-classification of a financial asset out of the fair value through profit or loss.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.16 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognized in respect of employees' services upto the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated balance sheet.

(b) Other long-term employee benefit obligations

(i) Defined contribution plan

The Group makes defined contribution to provident fund and superannuation fund, which are recognized as an expense in the Statement of Profit and Loss on accrual basis. The Group has no further obligations under these plans beyond its monthly contributions.

(ii) Defined benefit plans

The Group provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the Group with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be

settled. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

(iii) Leave encashment - Encashable

Accumulated compensated absences, which are expected to be availed or encashed within twelve months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond twelve months from the end of the year end are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognized in the Statement of Profit and Loss in the year in which they arise.

2.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders of parent company by the weighted average number of equity shares outstanding during the year.

Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year attributable to equity shareholders of parent company after deducting preference dividends and any attributable tax thereto for the year (if any). The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group's operating businesses are organised and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

services and serves different markets. Thus, as defined in Ind AS 108 - "Operating Segments", the business segments are 'Air Charter' and 'Engineering Design Service'. The Group does not have any geographical segment.

2.19 Investment in Subsidiary

The consolidated financial statements comprise the financial statements of the parent company and its subsidiaries as at March 31, 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- ▶ Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- ▶ Exposure, or rights, to variable returns from its involvement with the investee; and
- ▶ The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- ▶ The contractual arrangement with the other vote holders of the investee;
- ▶ Rights arising from other contractual arrangements;
- ▶ The Group's voting rights and potential voting rights;
- ▶ The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the

consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- (i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- (ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- (iii) Eliminate in full intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (Profits or losses resulting from intra-Group transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Intra-Group losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-Group transactions.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity shareholders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

2.20 Rounding off amounts

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

3 Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Defined benefits and other long-term benefits

The cost of the defined benefit plans such as gratuity and leave encashment are determined using actuarial valuations. 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 year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant

factors on long-term basis.

3.2 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023

(a) Ind AS 1 – Presentation of Financials Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

(b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

(c) Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

3.3 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

4 Property, plant and equipments

For the F.Y. 2024-25	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2024	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2025	As on April 1, 2024	Depreciation for the year	Deletions / Adjustments	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Owened assets										
Computer - Hardware	849.22	20.12	-	869.34	547.16	183.38	-	730.54	138.80	302.06
Office Equipment	63.67	3.52	-	67.18	43.81	11.29	-	55.10	12.08	19.86
Vehicles	220.27	-	-	220.27	127.66	23.90	-	151.56	68.72	92.62
Furniture and Fixtures	15.02	0.20	-	15.23	8.95	2.06	-	11.01	4.22	6.08
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Total	1,148.19	23.84	-	1,172.03	727.58	220.63	-	948.21	223.82	420.61

For the F.Y. 2023-24	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2023	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2024	As on April 1, 2023	Depreciation for the year	Deletions / Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Owened assets										
Computer - Hardware	623.13	226.10	-	849.22	329.23	217.93	-	547.16	302.06	293.90
Office Equipment	62.69	0.98	-	63.67	26.16	17.65	-	43.81	19.86	36.52
Vehicles	163.11	57.16	-	220.27	92.03	35.62	-	127.65	92.62	71.07
Furniture and Fixtures	10.79	4.23	-	15.02	6.59	2.35	-	8.95	6.08	4.20
Leasehold Improvements	-	-	-	-	-	-	-	-	-	-
Total	859.72	288.47	-	1,148.19	454.02	273.55	-	727.57	420.61	405.69

5 Intangible assets

For the F.Y. 2024-25	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2024	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2025	As on April 1, 2024	Depreciation for the year	Deletions / Adjustments	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Computer - Software	335.23	137.93	-	473.16	316.12	63.41	-	379.53	93.63	19.12
Total	335.23	137.93	-	473.16	316.12	63.41	-	379.53	93.63	19.12

For the F.Y. 2023-24

For the F.Y. 2023-24	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2023	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2024	As on April 1, 2023	Depreciation for the year	Deletions / Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Computer - Software	334.86	0.38	-	335.23	285.71	30.41	-	316.12	19.12	49.15
Total	334.86	0.38	-	335.23	285.71	30.41	-	316.12	19.12	49.15

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

6 Right of use of assets

For the F.Y. 2024-25	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2024	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2025	As on April 1, 2024	Depreciation for the year	Deletions / Adjustments	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Right of use of assets	1,462.97	-	-	1,462.97	887.56	268.58	-	1,156.14	309.16	575.41
Total	1,462.97	-	-	1,462.97	887.56	268.58	-	1,156.14	309.16	575.41

For the F.Y. 2023-24	Gross block				Accumulated Depreciation				Net block	
	As on April 1, 2023	Additions/ Adjustments	Deductions / Adjustments	As at March 31, 2024	As on April 1, 2023	Depreciation for the year	Deletions / Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Right of use of assets	1,462.97	-	-	1,462.97	558.95	328.61	-	887.56	575.41	904.02
Total	1,462.97	-	-	1,462.97	558.95	328.61	-	887.56	575.41	904.02

7 Financial assets - Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investments		
- Investments in mutual funds (Refer footnote i)	1,290.95	3,824.15
- Investments in debentures (Refer footnote i)	10,192.23	2,167.29
- Investments in Shares	392.02	
Total Current financial assets - Investments	11,875.20	5,991.44
Classified into:		
- Current	11,875.20	5,991.44
- Non- Current	-	-
Total	11,875.20	5,991.44
Aggregate book value of:		
- Quoted investments	1,290.95	3,824.15
- Unquoted investments	10,584.25	2,167.29
Aggregate market value of:		
- Quoted investments	1,290.95	3,824.15
- Unquoted investments	10,584.25	2,167.29
Aggregate amount of impairment in value of investments	-	-

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Footnote:

Details of investments:

Particulars	Number of units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
i. Details of investments (Quoted) designated at FVTPL:				
Kotak Gold fund - Growth	22,71,893	20,37,203	784.83	537.84
ICICI Prudential- Equity Saving-Mutual Fund	23,19,533	-	506.12	-
ii. Details of investments (Unquoted) designated at amortised cost:				
Motilal Oswal Wealth Limited	-	3	-	338.16
Northern ARC Money Market Alpha Fund	102	102	108.07	1,282.44
Aamsar LLP	57,49,712	14,99,925	6,196.26	1,665.71
Aye Finance Private Limited - NCD	-	200	-	133.59
SK Finance Limited- NCD	-	17	-	85.34
KrazyBee - NCD	810.00	210.00	745.56	298.36
EarlySalary - NCD	-	50.00	-	500.00
Lendingkart - NCD	20.00	20.00	50.10	150.00
Tenshi Pharmaceuticals - NCD	-	100.00	-	1,000.00
Spandana Spoorthy	200.00	-	195.30	-
Alphamine Absolute Return Fund Class A8	300.00	-	305.12	-
Whizdm Finance Pvt Ltd	20.00	-	200.48	-
13.68% mPOkkt financial services	200.00	-	204.82	-
Dureleg Manufacturing Pvt Ltd	50.00	-	536.73	-
Avendus Structured Credit Fund	100.00	-	631.04	-
Ascertis Credit Select Short Term Income Fund	1.00	-	268.74	-
Sundaram High Yield Secured Real Estate Fund	350.00	-	350.02	-
ICL Fincorp Limited	-	-	200.00	-
PSL retail Pvt Ltd	3,800.00	-	200.00	-
Divgi Torqtransfer Systems Limited	5,200.00	-	23.15	-
Lexicon Infotech Limited	12,000.00	-	22.50	-
NRB BEARINGS LTD	-	-	24.36	-
Torrozo	20,000.00	-	322.00	-

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

8 Non-current financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits	194.91	210.73
On unpaid dividend accounts	90.60	67.79
Money in fractional share entitlement account	4.10	4.11
In Fixed deposit accounts with maturity for more than 12 months from balance sheet date.	-	-
Total Non-current financial assets	289.62	282.64

9 Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Prepaid rent	-	-
Prepaid expenses	3.09	10.28
Total Other non-current assets	3.09	10.28

10 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Unsecured</u>		
Considered good	3,861.49	3,850.63
Considered significant credit Risk	20.01	12.50
Less : Provision for impairment of trade receivables	(20.01)	(12.50)
Total Trade receivable	3,861.49	3,850.63
<u>Further classified as:</u>		
Receivable from related parties	-	-
Receivable from others	3,861.49	3,850.63
Total Trade receivables	3,861.49	3,850.63
Movement in Provision for impairment of trade receivables		
Opening balance	12.50	3.67
Add: Provided during the year	20.01	12.50
Less: Written off during the year	(12.50)	(3.67)
	20.01	12.50

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

As at March 31, 2025							
Particulars	Not Due	Outstanding for following periods from due date of payment					
		less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	2,095.94	1,725.57	25.97	13.47	0.54	-	3,861.49
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	20.01	-	-	20.01
Gross Trade receivables	2,095.94	1,725.57	25.97	33.48	0.54	-	3,881.50
"Less: Provision for impairment of trade receivables"	-	-	-	(20.01)	-	-	(20.01)
Net Trade receivables	2,095.94	1,725.57	25.97	13.47	0.54	-	3,861.49

As at March 31, 2024							
Particulars	Not Due	Outstanding for following periods from due date of payment					
		less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	2,320.18	1,468.59	34.66	27.21	-	-	3,850.63
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	12.50	-	-	12.50
Gross Trade receivables	2,320.18	1,468.59	34.66	39.71	-	-	3,863.13
"Less: Provision for impairment of trade receivables"	-	-	-	(12.50)	-	-	(12.50)
Net Trade receivables	2,320.18	1,468.59	34.66	27.21	-	-	3,850.63

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

11 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- On current accounts	1,528.37	1,668.11
- Fixed deposits with banks (Less than 3 months maturity)	213.43	350.00
Cash on hand	0.37	-
Total Cash and cash equivalents	1,742.17	2,018.11

12 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
In fixed deposits with maturity for more than 3 months but less than 12 months from Balance Sheet date	3,029.41	4,282.09
Total Bank balances other than Cash and cash equivalents	3,029.41	4,282.09

13 Current financial assets - Others

Particulars	As at March 31, 2025	As at March 31, 2024
Unbilled revenue	464.03	290.89
Interest accrued on fixed deposits	76.33	208.05
Advance recoverable in cash or in kind	106.04	130.07
Foreign exchange forward contracts	9.34	48.59
Total Current financial assets - Others	655.73	677.60

14 Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with government authorities	272.14	250.33
Prepaid expenses	340.78	411.45
Advance to suppliers	7.08	2.97
Other receivables	10.29	68.12
Total other current assets	630.30	732.87

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
50,00,000 (March 31, 2024: 50,00,000) equity shares of INR 10 each	500.00	500.00
	500.00	500.00
Issued, subscribed and paid-up		
31,16,342 (March 31, 2024: 31,16,342) equity shares of INR 10 each fully paid-up	311.63	311.63
Total Equity share capital	311.63	311.63

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity Shares at the beginning of the year	31,16,342	311.63	31,16,342	311.63
Add: Equity Shares issued during the year	-	-	-	-
Less: Equity Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of the year	31,16,342	311.63	31,16,342	311.63

(b) Rights, preferences and restrictions attached to shares

The parent company has only one class of equity shares of INR 10/- each. Each shareholder is entitled to one vote per share held. Dividend, if any, declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the parent company, the holders of equity shares will be entitled to receive remaining assets of the parent company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders of the parent company.

(c) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the parent company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Vishkul Enterprises Pvt. Ltd.	15,81,302	50.74%	15,81,302	50.74%
Mukul Mahavir Prasad Agrawal	2,77,931	8.92%	2,77,931	8.92%

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

(e) No class of shares have been bought back by the Company during the period of five years or period elapsed from the date of incorporation whichever is earlier.

(f) Shareholding of Promoters

Name of the Promoter	No of shares held	% of shares	% of change during the year
Vishkul Enterprises Private Limited	15,81,302	50.74%	-
Laurus Tradecon Pvt Ltd (Erstwhile known as Lighto Technologies Private Limited) (Promoter upto 19 th February, 2025)	5,714	0.18%	-
Salil Baldevraj Taneja	1,237	0.04%	-
Asscher Enterprises Limited (erstwhile known as Indian Seamless Enterprises Limited)	582	0.02%	-

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

16 Other equity

Particulars		As at March 31, 2025	As at March 31, 2024
(a) Capital reserve	Opening balance	1,151.36	1,151.36
	Less: Adjustment for consolidation Goodwill / Capital Reserve	-	-
	Closing balance	1,151.36	1,151.36
(b) Capital redemption reserve	Opening balance	15.00	15.00
	Add: Transfer from retained earnings	-	-
	Closing balance	15.00	15.00
	As per Companies Act, 2013, capital redemption reserve is created when Holding Company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.		
(c) Foreign currency translation reserve	Opening balance	-	-
	Add: Currency translation gain / (loss) during the year	63.48	32.29
	Less: Transfer to other comprehensive income	(63.48)	(32.29)
	Less: Transfer to non-controlling interest	-	-
	Closing balance	-	-
	Foreign currency translation reserve created for exchange difference arised on account of consolidation		
(d) Retained earnings	Opening balance	14,500.72	10,721.60
	Net profit for the current year	4,878.59	3,715.21
	Re-measurement gains / (losses) on defined benefit plans	13.34	63.91
	Transfer to capital redemption reserve	-	-
	Dividend (Refer note 40)	(779.09)	-
	Closing balance	18,613.56	14,500.72
	Retained earnings represents undistributed accumulated earnings of the Group as on the Balance Sheet date.		
(e) Other comprehensive income	Opening balance	248.82	216.53
	Add: Transfer from foreign currency translation reserve	63.48	32.29
	Closing balance	312.30	248.82
	Total Other equity	20,092.19	15,915.90
Includes cumulative impact of amounts (net of tax effect) recognized through other comprehensive income and has not been transferred to Equity or Profit and loss, as applicable.			

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

17 Lease Liabilities

Particulars	Non-current		Current	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Right of use liability	96.93	325.02	297.62	355.31
	96.93	325.02	297.62	355.31

18 Provisions

Particulars		As at March 31, 2025	As at March 31, 2024
(a)	Non-current provisions		
	Provision for employee benefits		
	Provision for gratuity	22.18	28.84
	Provision for leave encashment	-	-
	Total Non-current provisions	22.18	28.84
(b)	Current provisions		
	Provision for employee benefits		
	Provision for gratuity	-	-
	Provision for leave encashment	54.53	59.02
	Total Current provisions	54.53	59.02
	Total Provisions	76.71	87.86

19 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises *	109.57	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	86.59	117.19
Total Trade payables	196.16	117.19

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Due to MSME	-	-	-	-	-
Due to others	195.35	0.81	-	-	196.16
Disputed - dues to MSME	-	-	-	-	-
Disputed - dues to others	-	-	-	-	-

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Due to MSME	-	-	-	-	-
Due to others	116.38	0.81	-	-	117.19
Disputed - dues to MSME	-	-	-	-	-
Disputed - dues to others	-	-	-	-	-

*The identification of micro, small and medium enterprise suppliers as defined under the provisions of "The Micro, Small and Medium Enterprise Development Act, 2006" [MSMED Act] is based on confirmation received from suppliers.

		March 31, 2025	March 31, 2024
i.	The principal amount due thereon remaining unpaid as at the year end, interest amount due and remaining unpaid as at the year end.	109.57	-
ii.	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along-with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
iv.	The amount of interest accrued and remaining unpaid as the year end in respect of principal amount settled during the year	-	-
v	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	-	-

20 Other current financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Employee related liabilities	208.31	569.88
Other payables	667.29	469.23
Unpaid dividend	90.60	67.79
Liability towards Fractional Shares Entitlement	4.10	4.11
Foreign exchange forward contracts	-	-
Total Other current financial liabilities	970.30	1,111.01

21 Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	101.57	107.08
Advance from customers	-	-
Total Other current liabilities	101.57	107.08

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

22 Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax provision	644.95	699.91
[Net of advance taxes INR 3,072 lakhs (March 31, 2024: INR 4,221 lakhs)]		
Total Current tax liabilities (net)	644.95	699.91

23 Revenue from operations

	Year ended March 31, 2025	Year ended March 31, 2024
Sale of services	18,514.02	18,686.58
Total Revenue from operations	18,514.02	18,686.58
De-segregation of revenue (Sale of engineering design services)		
Time & material contracts	17,600.61	18,314.56
Fixed price contracts	913.41	372.02
Total	18,514.02	18,686.58
Reconciliation of revenue recognised with contract price		
Contract price	18,527.73	18,696.29
Adjustments for:		
Volume discounts	(13.71)	(9.71)
Revenue recognised	18,514.02	18,686.58

Performance obligations and remaining performance obligations

Aggregate amount of the transaction price allocated to long-term fixed price contracts that are partially or fully unsatisfied as on March 31, 2025 is INR Nil (March 31, 2024 - INR Nil) which the Company expects to fully recognize as revenue in the financial year 2025-26. All other contracts are for one year or less or billed based on time incurred. As permitted under Ind AS 115, the transaction price allocated to these unsatisfied contracts is not disclosed.

24 Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income - Bank	257.40	338.93
Mark to market gain on changes in fair value of investments	554.53	255.62
Profit on sale of assets	-	228.57
Interest income - Debentures	387.29	194.09
Interest on security deposits	75.26	-
Net gain on foreign currency transactions	93.96	87.25
Interest income - Security deposits	27.81	25.41
Interest income - Income-tax refund	-	7.84
Income from sale of investments (mutual funds)	20.11	6.29
Miscellaneous income	0.87	-
Total Other income	1,417.22	1,144.01

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

25 Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages, bonus and other allowances	10,311.19	11,027.65
Contribution to provident and other funds	187.52	211.96
Gratuity expenses (Refer note 32)	102.14	91.72
Staff welfare expenses	31.12	51.96
Total Employee benefits expense	10,631.97	11,383.29

26 Finance costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on leases	56.65	117.67
Other finance costs	6.42	66.98
Interest on delayed payment of taxes	2.42	0.01
Total Finance costs	65.48	184.65

27 Depreciation and amortization expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation - Right Of Use of Assets (Refer note 6)	268.58	328.60
Depreciation - Property, plant and equipments (Refer note 4)	220.63	273.55
Amortization - Intangible assets (Refer note 5)	63.41	30.41
Total Depreciation and amortization expense	552.62	632.56

28 Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Software charges	690.59	787.07
Travelling expenses	308.12	477.19
Legal and professional charges	241.49	444.65
Visa and work permit expenses	191.04	179.41
Repairs and maintenance - Others	64.31	145.91
Power, fuel, gas and water	89.95	138.76
CSR expenses	85.77	77.57
Security & housekeeping expenses	73.82	74.76
Training expenses	32.03	57.19
Miscellaneous expenses	82.44	46.08
Communication expenses	31.30	38.83

Continued on next page

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Insurance	38.69	31.39
Rates and taxes	3.40	24.21
Auditor's remuneration #	15.89	20.15
Bank charges	15.93	17.24
Rent	18.08	14.54
Debtors written off/ Provision for doubtful debts	17.04	12.50
Printing and stationery	6.51	8.06
Sitting fees	9.00	7.60
Advertisement	1.01	0.92
Total Other expenses	2,016.40	2,604.03

The following is the break-up of auditor's remuneration (exclusive of GST)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
As auditor:		
Statutory audit- Parent company	1.25	1.25
Statutory audit- Subsidiary company	14.75	14.75
In other capacity:		
Limited review - Parent company	2.25	2.25
Other matters	1.90	1.90
Total Auditor's remuneration	15.89	20.15

29 Income-tax expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(A) Deferred-tax relates to the following:		
Deferred-tax assets		
- On property, plant and equipment	63.54	51.69
- On provision for employee benefits	20.44	22.11
- On expenses dis-allowed	-	0.32
- Others	22.79	103.78
Total Deferred-tax assets	106.77	177.91
Deferred-tax liabilities		
- Fair valuation of investments	23.47	7.76
- Others	-0.96	0.03
Total Deferred-tax liabilities	22.51	7.80
Deferred-tax assets (net)	84.26	170.11

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
(B)	Recognition of deferred-tax asset to the extent of deferred-tax liability		
	Balance sheet		
	Deferred-tax asset	106.77	177.91
	Deferred tax liabilities	(22.51)	(7.80)
	Deferred-tax assets/ (liabilities), net	84.26	170.11
	Deferred tax expenses / (credit) (as per Statement of Profit and Loss)	95.66	25.22
(C)	Reconciliation of deferred tax assets/ (liabilities) (net):		
	Balance Sheet		
	Opening balance	170.11	195.33
	Tax credit recognized in Statement of Profit and Loss	(95.66)	(25.22)
	Tax credit recognized in other comprehensive income	(17.69)	(0.00)
	Closing balance deferred tax assets/ (liabilities) (net)	56.76	170.11
(D)	Deferred-tax assets/ (liabilities) to be recognized in Statement of Profit and Loss:		
	Tax liability / (asset)	74.45	25.22
		74.45	25.22
(E)	Income-tax expense as per the Statement of Profit and Loss		
	Current tax	1,690.53	1,283.94
	Deferred-tax (excluding MAT credit entitlement)	95.66	25.22
	Adjustment relating to earlier years	-	1.69
	Sub-total	1,786.19	1,310.85
	Income-tax impact on OCI	-	(0.00)
	Income-tax expense reported in the Statement of Profit and Loss	1,786.19	1,310.85
(F)	The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :		
	Profit from continuing operations before income-tax expense	6,664.78	5,026.06
	Income-tax rate	25.168%	25.168%
	Tax computed using statutory tax rate	1,677.39	1,264.96
	Tax effect of:		
	Permanent disallowances	-	62.57
	Adjustment relating to earlier years	-	1.69
	Deferred tax on temporary differences not recognized earlier	95.66	25.22
	Overseas taxes	82.05	16.13
	Tax rate change	40.12	26.51
	IndAS adjustment	-	(6.02)
	Other comprehensive income	-	-
	Others	(109.03)	(80.21)
	Income-tax expense	1,786.19	1,310.85

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

30 Earnings per share

Basic earnings / (loss) per share amounts are calculated by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings / (loss) per share amounts are calculated by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit for the year attributable to equity shareholders of the parent company	4,878.59	3,715.21
Weighted average number of equity shares	31,16,342	31,16,342
Basic earnings per share (INR)	156.55	119.22
Diluted earnings per share (INR)	156.55	119.22

Diluted EPS is same as Basic EPS as there are no outstanding potential shares as on date as well as in the corresponding previous year.

31 Employee benefits

The Group has calculated the various benefits provided to employees as under:

(A) Defined contribution plans

During the period, the Group has recognized the following amounts as an expense in the Consolidated Statement of Profit and Loss:-

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
a) Employer's contribution to provident fund and employee state insurance	187.52	211.96

(B) Defined benefit plans

Gratuity payable to employees

i) Actuarial assumptions:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Discount rate (per annum)	6.60%	7.20%
Rate of increase in salary	10.00%	10.00%
Expected rate of return on plan asset	7.20%	7.30%
Expected average remaining working lives of employees (years)	4.47%	4.48%
Retirement age	58 years	58 years
Attrition rate	22.00%	22.00%

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

ii) Changes in the present value of defined benefit obligation:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Present value of obligation as at the beginning of the year	335.78	298.81
Interest cost	22.76	19.61
Current service cost	101.96	90.76
Benefits paid	(39.27)	(60.29)
Actuarial (gain) / loss on obligation	(70.90)	(13.12)
Present value of obligation as at the end of the year	350.31	335.78

iii) Changes in the fair value of plan assets are as follows:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Fair value of plan assets at the beginning of the year	306.94	287.55
Interest income on plan assets	22.10	20.99
Mortality charges and taxes	(0.26)	(0.25)
Actuarial (gain)/ loss on plan assets	(0.62)	(1.36)
Fair value of plan assets at the end of the period	328.15	306.94

iv) Expense recognised in the Consolidated Statement of Profit and Loss:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Current service cost	101.96	90.76
Interest cost	0.18	(0.20)
Actuarial (gain) / loss on obligations	(70.28)	(11.76)
Total Expense recognized in the Consolidated Statement of Profit and Loss *	31.86	78.80

*Included in Employee benefits expense (Refer Note 25). Actuarial gain of INR 70.28 (March 31, 2024: INR 11.76) is included in other comprehensive income.

v) Assets and liabilities recognised in the Consolidated Balance Sheet:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Present value of unfunded obligation as at the end of the year	350.31	335.78
Fair value of plan assets at the end of the period	(328.15)	(306.94)
Unfunded net liability recognised in the Consolidated Balance Sheet *	22.16	28.84

* Included in provision for employee benefits (Refer note 19).

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

vi) The major categories of plans assets are as follows:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Fund managed by LIC of India	328.15	306.94
Total	328.15	306.94

vii) Expected contribution to the fund in the next year

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Gratuity	22.00	29.00

viii) A quantitative sensitivity analysis for significant assumption as at March 31, 2025 is as shown below:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Impact on defined benefit obligation:		
Discount rate		
2% decrease	366.03	350.36
2% decrease	335.92	322.39
Salary rate		
2% decrease	339.20	325.38
2% decrease	362.20	346.86
Withdrawal rate		
2% decrease	352.49	337.46
2% decrease	348.34	334.23

ix) Maturity profile of defined benefit obligation:

Particulars	Gratuity	
	March 31, 2025	March 31, 2024
Years		
Upto one year	62.98	67.70
One to two years	64.56	49.20
Two to three years	47.21	61.91
Three to four years	57.74	48.97
Four to five years	65.47	64.09
More than five years	307.90	343.89

- (C) The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued. The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules to determine the financial impact are published.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

32 Leases

Operating leases where Group is a lessee:

The Group's lease asset classes consist of leases for buildings. The Group assesses whether a contract contains lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) the Group has the right to direct the use of the asset.

(A) Changes in the carrying value of right-of-use assets

(ia) Category of Right of Use Asset (Asset class 1 - Land & Buildings)

Particulars	March 31, 2025	March 31, 2024
Opening balance	575.42	904.02
Additions	-	-
Depreciation	(266.26)	(328.60)
Closing balance	309.16	575.42

(ib) Changes in the lease liabilities

Particulars	March 31, 2025	March 31, 2024
Opening balance	937.20	937.20
Additions	-	-
Lease Payments	(358.53)	(411.44)
Interest expenses and other adjustments	(183.12)	154.56
Closing balance	395.55	680.33

(ii) Break-up of current and non-current lease liabilities

Particulars	March 31, 2025	March 31, 2024
Current lease liabilities	297.62	355.31
Non-current lease liabilities	96.93	325.02

(iii) Maturity analysis of lease liabilities

Particulars	March 31, 2025	March 31, 2024
Within one year	297.62	355.31
After one year but not more than five years	96.93	325.02
More than five years	-	-

As per disclosures required under para B11 of Ind AS 107 - "Financial Instruments", in preparing the maturity analysis an entity uses its judgement to determine an appropriate number of time bands.

(iv) Amounts recognized in the Consolidated Statement of Profit and Loss account

Particulars	March 31, 2025	March 31, 2024
Interest on lease liabilities	56.65	117.67
Total	56.65	117.67

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(v) Amounts recognized in the Consolidated Statement of Cash Flows

Particulars	March 31, 2025	March 31, 2024
Total cash outflow for leases	(358.53)	(411.44)
Total	(358.53)	(411.44)

33 Contingent liabilities not provided for:

A) Contingent liabilities (to the extent not provided for)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Claims against the Group not acknowledged as debt		
- Income-tax (tax on expenses subject to inadmissibility under income-tax laws)*	777.92	777.92

*Regarding the assessment order under section 143(3) for AY 2016-17 and AY 2020-21 under Income tax act, 1961 received by the Subsidiary Company.

34 Related party disclosures

(A) Names of related parties and description of relationship as identified and certified by the Group:

Holding company
Vishkul Enterprises Private Limited, India
Entities under common control:
Laurus Tradecon Private Limited (erstwhile known as Lighto Technologies Private Limited) (Upto 19th February 2025)
Taneja Aerospace and Aviation Limited
Katra Auto Engineering Private Limited
Asscher Enterprises Limited (erstwhile known as Indian Seamless Enterprises Limited)
Key Management Personnel (KMP) and their relatives
Mr. Salil Baldevraj Taneja (Chairman)
Mr. Sudishkumar Kuttappan Nair (Chief financial officer) (w.e.f. 31 st August 2023)
Ms. Priya Chouksey (Company Secretary) (up to 30 th September 2024)
Mr. Aditya Shashikant Oza (Company Secretary) (w.e.f. 15 th November 2024)
Non-Whole Time Director
Mr. Arvind Nanda
Mr. Shyam Powar
Mrs. Deepa Mathur

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(B) Details of transactions and closing balances of related parties in the ordinary course of business for the year ended:

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
(i)	Entities under common control:		
	Taneja Aerospace and Aviation Limited		
-	Loans given to related parties during the year	-	-
-	Loan re-paid by related parties during the year	-	-
-	Interest income	-	-
-	Re-imbursement for transactions incurred on our behalf by the related party		
-	Fixed deposits	-	312.00
-	Interest Received	-	3.98
(ii)	Key Management Personnel (KMP)		
-	Mr. Salil Baldevraj Taneja (Director Remuneration)	368.80	344.60
-	Mr. Ramesh Kumar Rathi	-	6.30
-	Mr. Sudishkumar Kuttappan Nair	31.75	17.58
-	Ms. Priya Chouksey (up to 30-09-2024)	2.63	4.14
-	Mr. Aditya Oza (w.e.f 15-11-2024)	1.88	-
	Sitting fees		
-	Mr. Arvind Nanda	3.22	3.42
-	Mr. Muralidhar Chittetti Reddy	1.26	1.26
-	Mr. Shyam Powar	2.46	1.26
-	Mrs. Deepa Mathur	1.60	1.30
	Balance payable as at the end of the year		
-	Mr. Salil Baldevraj Taneja	161.80	137.60
	Balance receivable as at the end of the year		
-	Taneja Aerospace and Aviation Limited	-	-

Excludes contribution to gratuity fund and provision for leave encashment as separate figures are not ascertainable for the managerial personnel. Further, the Company has not paid any commission to managerial personnel.

(C) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for borrowings and settlement occurs in cash. For the year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

35 Fair values of financial assets and financial liabilities

The fair value of other current financial assets, cash and cash equivalents, trade receivables, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts because of the short-term nature of these financial instruments.

The amortized cost using Effective Interest Rate (EIR) of non-current financial assets consisting of security and term deposits are not significantly different from the carrying amounts.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits, and other financial assets.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

36 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- 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).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particulars	As at March 31, 2025	As at March 31, 2024
Level 1 - Quoted price in active markets		
Investments in mutual funds (Quoted) designated at fair value through profit and loss	1,682.97	3,824.15
Level 2	Nil	Nil
Level 3		
<u>Financial assets measured at amortized cost</u>		
Investments in debentures	10,192.23	2,167.29
Trade receivables	3,861.49	3,850.63
Other non-current financial assets	94.71	71.91
Cash and cash equivalents & Bank balances other than cash and cash equivalents	4,771.58	6,300.19
Other current financial assets	655.73	677.60
Loans	-	-
<u>Financial liabilities measured at amortized cost</u>		
Borrowings	-	-
Trade payables	196.16	117.19
Lease liabilities	394.55	680.34
Other current financial liabilities	970.30	1,111.01
<u>Financial assets and liabilities measured at amortized cost for which fair value are disclosed</u>		
Security deposits	194.91	210.73

The fair values of security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

The carrying amount of cash and cash equivalents, trade receivables, fixed deposits, trade payables, other payables and short-term borrowings are considered to be the same as their fair values. The fair values of borrowings, liability component of convertible preference shares and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

37 Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Group is exposed primarily to fluctuations in foreign currency exchange rates.

(i) Interest-rate risk

Interest-rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to short-term borrowings with floating interest rates. The Group does not have any short-term or long-term borrowings from any of the bank or financial institutions. However presented below risk on future cash flow due to interest-rate risk.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ (decrease) in basis points	Effect on profit before tax
March 31, 2025		
INR	+0.45%	-
INR	-0.45%	-
March 31, 2024		
INR	+0.45%	-
INR	-0.45%	-

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency).

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate (or any other material currency), with all other variables held constant, of the subsidiary's profit before tax (due to changes in the fair value of monetary assets and liabilities). The Group's exposure to foreign currency changes for all other currencies is not material.

Particulars	(i)		(ii)	
	Change in US \$ rate	Effect on profit before tax	Change in NOK rate	Effect on profit before tax
March 31, 2025				
INR	+2.5%	69.59	+5%	-
INR	-2.5%	(69.59)	-5%	-
March 31, 2024				
INR	+2.5%	68.50	+5%	-
INR	-2.5%	(68.50)	-5%	-

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars	(iii)		(iv)	
	Change in Euro rate	Effect on profit before tax	Change in CAD rate	Effect on profit before tax
March 31, 2025				
INR	+2%	15.18	+1.5%	2.82
INR	-2%	(15.18)	-1.5%	(2.82)
March 31, 2024				
INR	+2%	14.97	+1.5%	4.97
INR	-2%	(14.97)	-1.5%	(4.97)

Particulars	(v)	
	Change in GBP rate	Effect on profit before tax
March 31, 2025		
INR	+5%	1.10
INR	-5%	(1.10)
March 31, 2024		
INR	+5%	1.22
INR	-5%	(1.22)

(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Group's receivables from deposits with landlords, loans and advances and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Group does a proper financial and credibility check on the entities to whom such loans and advances and security deposits are given. The Group does not foresee any credit risks on deposits with regulatory authorities.

The Group's maximum exposure to credit risk for the components of the Balance Sheet at March 31, 2025 and March 31, 2024 is the carrying amounts as mentioned in notes 7 to 15.

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

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Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

The table below summarises the maturity profile of the Group's financial liabilities:

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
March 31, 2025				
Short-term borrowings	-	-	-	-
Lease liabilities	297.62	96.93	-	394.55
Trade payables	196.16	-	-	196.16
Other financial liabilities	970.30	-	-	970.30
Total	1,464.07	96.93	-	1,561.00
March 31, 2024				
Short-term borrowings	-	-	-	-
Lease liabilities	355.31	325.02	-	680.34
Trade payables	117.19	-	-	117.19
Other financial liabilities	1,111.01	-	-	1,111.01
Total	1,583.51	325.02	-	1,908.53

38 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Group's capital management is to maximise the shareholder value and to ensure the Group's ability to continue as a going concern.

The Group monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. The Group does not have any debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Particulars		March 31, 2025	March 31, 2024
Total equity	(i)	20,403.82	16,227.53
Total debt	(ii)	-	-
Overall financing	(iii) = (i) + (ii)	20,403.82	16,227.53
Gearing ratio	(ii) / (iii)	-	-

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Dividends

Particulars	March 31, 2025	March 31, 2024
Equity Shares		
Dividend distributed by Parent Company		
Interim dividend for the year ended March 31, 2025 of INR 25 (March 31, 2024 - INR Nil) per fully paid-up equity share	779.08	-

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

39 Interest in other entities

(a) Subsidiaries

The Group's subsidiaries as at March 31, 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held by the Group, and proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Country of incorporation	Ownership interest held by the group	Ownership interest held by the non-controlling interest
TAAL Tech India Private Limited and its subsidiaries (TTIPL)	India	100.00%	0.00%

(b) Summarised Statement of Consolidated Profit and Loss of TTIPL:

Particulars	March 31, 2025	March 31, 2024
Revenue	18,514.02	18,686.58
Other income	1,252.28	798.94
Total Income	19,766.30	19,485.52
Purchases	-	-
Employee benefits expense	10,591.85	11,352.04
Finance costs	62.06	179.61
Depreciation and amortization expense	530.06	610.69
Other expenses	1,952.44	2,542.07
Total Expenses	13,136.41	14,684.41
Profit/(Loss) before tax	6,629.89	4,801.11
Income tax expense	1,755.02	1,251.68
Profit/(Loss) for the year	4,874.87	3,549.43
Other comprehensive income for the year	76.82	96.17
Total Comprehensive income for the year	4,951.69	3,645.60
Total Comprehensive Income attributable to:		
Equity shareholders of parent company	4,951.69	3,645.60
Non-controlling interest	-	-

(c) Summarised Consolidated Balance Sheet of TTIPL:

Particulars	March 31, 2025	March 31, 2024
Property, plant and equipment and Intangible assets	285.68	394.07
Right to use assets	291.88	549.85
Financial assets (Non-current)	191.72	207.94
Deferred tax asset (net)	92.22	174.27
Other non-current assets	3.09	10.28
Financial assets (Current)	19,528.91	15,297.79
Other current assets	573.57	630.39
Total Assets	20,967.08	17,264.59

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars	March 31, 2025	March 31, 2024
Financial liabilities (Non-current)	79.21	299.99
Other non-current liabilities and provisions	22.18	28.84
Lease liabilities (Current)	294.25	351.84
Financial liabilities (Current)	1,066.11	1,151.55
Other current liabilities and provisions	879.80	866.06
Total Liabilities	2,341.54	2,698.28
Total Equity	18,625.54	14,566.32
Total Equity attributable to :		
Equity shareholders of parent company	18,625.54	14,566.32
Non-controlling interest	-	-

(d) Summarised Consolidated Cash Flow Statement of TTipl:

Particulars	March 31, 2025	March 31, 2024
Net cash flow from / (used in) operating activities	4,102.40	3,486.25
Net cash flow from / (used in) investing activities	(3,304.24)	(2,982.88)
Net cash flow from / (used in) financing activities	(1,137.62)	(401.04)
Net increase/ (decrease) in cash and cash equivalents and bank balances other than cash and cash equivalents	(339.44)	102.33

40 Segment reporting

A) Business segments

The primary reporting of the Group has been performed on the basis of business segment. The Chief Operating Decision Maker (CODM) reviews the operations of the Group as two operating segments viz., "Air Charter" and "Engineering Design Services". Segments have been identified and reported based on the nature of the service, the risks and returns, the organization structure and the internal financial reporting systems.

Particulars	Air Charter	Engineering Design Services	Total 2024-25	Air Charter	Engineering Design Services	Total 2023-24
a. Segment revenue						
Segmental revenue from :						
External sales and services	-	19,766.30	19,766.30	-	19,485.52	19,485.52
Total Segment revenue	-	19,766.30	19,766.30	-	19,485.52	19,485.52
b. Segment result						
Operating Profit / (Loss)	34.90	6,695.37	6,730.26	229.99	4,980.72	5,210.71
Less: Finance costs			65.48			184.65
Profit / (Loss) before tax			6,664.37			5,026.06
Less: Tax (benefit) / expense			1,786.19			1,310.85
Profit / (Loss) after tax			4,878.59			3,715.21
c. Other information						
Segment assets	1,821.00	20,967.07	22,788.07	1,766.31	17,264.59	19,030.91
Segment liabilities	42.70	2,341.54	2,384.24	105.10	2,698.28	2,803.38
Capital employed	1,778.30	18,625.53	20,403.83	1,661.22	14,566.31	16,227.82

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

Particulars		Air Charter	Engineering Design Services	Total 2024-25	Air Charter	Engineering Design Services	Total 2023-24
d.	Cost incurred for acquiring:						
	Assets	73.15	1,571.65	1,644.80	73.17	1,410.26	1,483.42
	Right of use assets	41.39	1,421.57	1,462.96	41.40	1,421.57	1,462.97
	Segment depreciation	65.89	2,417.98	2,483.87	43.34	1,887.91	1,931.25

Note:

- (i) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment.
- (ii) Segment assets and segment liabilities represent assets and liabilities in respective segments.

B) Geographical segments

Secondary segmental reporting of the Group has been performed on the basis of the geographical location of customers. The Management views the Indian market and export markets as distinct geographical segments. The following is the distribution of the Group's sale by geographical markets:

Particulars	India	Outside India	Total 2024-25	India	Outside India	Total 2023-24
Revenue	-	19,766.30	19,766.30	-	19,485.52	19,485.52

Note:

The Management believes that it is currently not practicable to provide disclosure of geographical location-wise assets, since the meaningful segregation of the available information is onerous.

Major customers

Revenue from two customer of Company's engineering design services segment amounting to INR 5,734.36 lakhs (March 31, 2024: revenue from two customer amounting to INR 5,326.58 lakhs) is more than 10% of the total revenue of the company.

Particulars	March 31, 2025	% of Net revenue	March 31, 2024	% of Net revenue
Customer - 1	3,805.03	20.55%	3,257.85	17.43%
Customer - 2	1,929.33	10.42%	2,068.72	11.07%

41 Corporate Social Responsibility expenditure (CSR)

Particulars		March 31, 2025	March 31, 2024
(a)	Gross amount required to be spent by the Group during the year	85.77	77.57

Particulars		March 31, 2025		March 31, 2024	
		Paid in cash	Yet to be paid in cash	Paid in cash	Yet to be paid in cash
(b)	Details of amount spent towards CSR is as follows:				
	(i) Construction / acquisition of any asset	-	-	-	-
	(ii) On purposes other than (i) above	85.77	-	77.57	-

- (c) There is no cumulative shortfall in CSR expenditure at the end of the year (March 31, 2024 : Nil).

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

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42 Disclosure of additional information, as required under Schedule III to the Companies Act, 2013, pertaining to the parent company and subsidiaries:

(i) Net Assets (Total Assets – Total Liabilities)

Name of the company	March 31, 2025		March 31, 2024	
	As % of Consolidated net assets	Net assets	As % of Consolidated net assets	Net assets
Parent company				
TAAL Enterprises Limited	8.72%	1,778.30	10.24%	1,661.22
Indian subsidiary				
Direct subsidiary				
TAAL Tech India Pvt. Ltd.	78.06%	15,927.86	75.20%	12,202.70
Foreign subsidiaries				
Indirect subsidiaries				
TAAL Technologies Inc, USA	12.82%	2,615.43	14.12%	2,291.67
TAAL Tech GmbH, Switzerland	0.36%	73.71	0.38%	61.35
TAAL Tech (UK) Limited, UK	0.04%	8.52	0.07%	10.60
	100.00%	20,403.82	100.00%	16,227.54
Adjustment arising on consolidation		-		-
Non-controlling interest		-		-
TOTAL		20,403.82		16,227.54

Note: The above figures are stated at gross values after eliminating investment in subsidiaries and goodwill arising on consolidation but without eliminating intra-group balances.

(ii) Share in Profit or Loss

Name of the company	March 31, 2025		March 31, 2024	
	As % of Consolidated profit / (loss)	Profit / (Loss)	As % of Consolidated profit / (loss)	Profit / (Loss)
Parent company				
TAAL Enterprises Limited	0.08%	3.72	4.46%	165.78
Indian subsidiary				
Direct subsidiary				
TAAL Tech India Pvt. Ltd.	94.38%	4,604.21	82.85%	3,077.89
Foreign subsidiaries				
Indirect subsidiaries				
TAAL Technologies Inc, USA	5.41%	263.71	12.75%	473.52
TAAL Tech GmbH, Switzerland	0.19%	9.34	-0.05%	(1.98)
TAAL Tech (UK) Limited, UK	-0.05%	(2.48)	0.00%	0.00%
	100.0%	4,878.58	100%	3,715.21
Adjustment arising on consolidation		-		-
TOTAL		4,878.58		3,715.21

Note: The above figures are stated at gross values without eliminating intra-group transactions.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(iii) Share in Other Comprehensive Income (OCI)

Name of the company	March 31, 2025		March 31, 2024	
	As % of Consolidated Other Comprehensive Income	Other Comprehensive Income	As % of Consolidated Other Comprehensive Income	Other Comprehensive Income
Parent company				
TAAL Enterprises Limited	0.00%	-	0.00%	-
Indian subsidiary				
Direct subsidiary				
TAAL Tech India Pvt. Ltd.	17.37%	13.34	68.36%	69.79
Foreign subsidiaries				
Indirect subsidiaries				
TAAL Technologies Inc, USA	78.18%	60.06	29.37%	29.99
TAAL Tech GmbH, Switzerland	3.92%	3.01	2.26%	2.31
TAAL Tech (UK) Limited, UK	0.53%	0.41		
TOTAL	100%	76.82	100%	102.09

(iv) Share in Total Comprehensive Income

Name of the company	March 31, 2025		March 31, 2024	
	As % of Consolidated Total Comprehensive Income	Other Comprehensive Income	As % of Consolidated Other Comprehensive Income	Other Comprehensive Income
Parent company				
TAAL Enterprises Limited	0.08%	3.72	4.34%	165.78
Indian subsidiary				
Direct subsidiary				
TAAL Tech India Pvt. Ltd.	93.18%	4,617.55	82.46%	3,147.68
Foreign subsidiaries				
Indirect subsidiaries				
TAAL Technologies Inc, USA	6.53%	323.77	13.19%	503.51
TAAL Tech GmbH, Switzerland	0.25%	12.35	0.01%	0.33
TAAL Tech (UK) Limited, UK	-0.04%	-1.99	0.00%	-
	100%	4,955.41	100%	3,817.30
Adjustment arising on consolidation		-		-
TOTAL	100%	4,955.41	100%	3,817.30

TAAL Enterprises Limited

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

43 Goodwill impairment testing :

(a) Goodwill :

Particulars	March 31, 2025	March 31, 2024
Capital reserve on acquisition of TAAL Tech India Pvt. Ltd.	65.77	65.77
Net (Goodwill)/ Capital Reserve	65.77	65.77

(b) Impairment testing of goodwill and intangible assets with indefinite lives

Goodwill is tested for impairment on an annual basis and whenever there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans and future cash flows, effect if any on goodwill is appropriately given. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's Cash Generating Units (CGU's) or groups of CGU's expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU.

Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognized in the Consolidated Statement of Profit and Loss and is not reversed in the subsequent period (if any).

44 In the opinion of the Board, current assets and loans and advances are of the value stated if realised in the ordinary course of business. Further, provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

45 Effective from tuesday, July 05, 2016 the equity shares of the parent company got listed and admitted to dealings on the Bombay Stock Exchange.

46 The Hon'ble National Company Law Tribunal (NCLT) has vide its order dated 21 May 2025, approved the scheme of Merger between TAAL Tech India Private Limited and TAAL Enterprises Limited

47 Additional regulatory information required by Schedule III

(i) Details of benami property held

The Group do not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.

(ii) Wilful defaulter

None of the entitites in the Group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) Relationship with struck off companies

None of the entitites in the Group have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

(iv) Registration of charges or satisfaction with Registrar of Companies

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(v) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(INR in lakh, unless otherwise stated)

(vi) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current or previous financial year.

(vii) Valuation of propert plant & equipment, intangible asset and investment property

The Group has not revalued its property, plant and equipment and investment property or both during the current or previous year.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Utilisation of borrowed funds and share premium

The Group 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:

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

The Group 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:

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

48 For subsidiary companies incorporated outside India, the audit trail requirement is not applicable as per Rule 11(g) Companies (Audit and Auditors) Rules 2014, as amended. As regards the accounting software used by the Indian subsidiary company (TAAL Tech India Private Limited) for maintaining its books of account during the year ended March 31, 2025, it did not have a feature of recording audit trail (edit log) facility as per the requirement of Rule 11(g) Companies (Audit and Auditors) Rules 2014, as amended.

49 Previous year figures have been re-grouped / re-classified to confirm presentation as per Ind AS as required by Schedule III of the Act.

As per our report of even date attached.

For V. P. Thacker & Co.
Chartered Accountants
Firm Registration No. 118696W

For and on behalf of the Board of Directors of
TAAL Enterprises Limited
CIN : L74110KA2014PLC176836

Abuali Darukhanawala
Partner
Membership No. 108053

Place: Mumbai
Date: May 28, 2025

Salil Taneja
Chairman
DIN: 00328668

Place: Pune
Date: May 28, 2025

Sudishkumar Kuttappan Nair
Chief Financial Officer

Place: Bengaluru
Date: May 28, 2025

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place: Pune
Date: May 28, 2025

TAAL Enterprises Limited

AOC-1

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

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies

PART "A": SUBSIDIARIES

(Rs. in Lakhs)

Sr. No.	Name of Subsidiary	Reporting Currency in case of foreign subsidiaries^	Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Dividend Proposed and Paid	% of Shareholding
1	Taal Tech India Pvt Ltd	Rs	85.00	15,886.04	18,840.47	2,869.52	11,524.73	17,743.84	6,234.50	1,630.19	4,604.31	Rs. 105/- Per Share	100%
2	TAAL Technologies Inc. USA	US \$	18.88	2291.41	2855.47	239.60	0.00	4994.29	387.24	123.53	263.71	Nil	100%
3	TAAL Tech GmbH, Switzerland	CHF	13.70	44.20	81.49	7.79	0.00	150.35	10.64	1.29	9.34	Nil	100%
4	TAAL Tech (UK) Limited	GBP	10.60	-2.48	8.52	-	-	-	-2.48	-	-2.48	Nil	100%

^ Exchange rate as on March 31, 2025: 1US \$=Rs. 85.5814, 1CHF=Rs. 96.6167 1GBP= Rs.110.7389

Notes:

A Name of Subsidiaries which are yet to commence operations- TAAL Tech (UK) Limited

B Name of Subsidiaries which have been liquidated or sold during the year - TAAL Tech Co Ltd Japan liquidated as on 27 Jan 2025

PART "B": ASSOCIATES AND JOINT VENTURES - None

For and on behalf of the Board of Directors of

TAAL Enterprises Limited

CIN : L74110KA2014PLC176836

Salil Taneja
Chairman & Whole Time Director
DIN: 00328668

Place : Pune
Date : 28.05.2025

Sudishkumar Kuttappan Nair
Chief Financial Officer

Place : Bengaluru
Date : 28.05.2025

Aditya Shashikant Oza
Company Secretary
Membership No. A75104

Place : Pune
Date : 28.05.2025

Book - Post

If undelivered please return to:

**MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)**

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